MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE BEN REILLY EPIC BOOK 5

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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PAGES 1-15 OF THIS ISSUE, INCLUDING PETER'S SPASM, OCCUR BEFORE PETER'S COLLAPSE IN *SPIDER-MAN #70* (THE FINAL ISSUE IN *SPIDER-MAN: THE COMPLETE BEN REILLY EPIC VOL. 4*).

MARVEL COMICS

SPIDER-MAN

JUN '96 235

APPROVED BY THE COMICS CODE AUTHORITY

THE SPECTACULAR SPIDER-MAN

BACK FROM BEYOND—
WILL of The WISP!™

BUSCEMA/SINNOTT

THIS IS THEIR WORLD. THIS IS ALL THEY KNOW.

VIOLENCE AND FEAR. CRACKPIPES AND NIKES.

THEY DON'T KNOW THAT THERE'S A WORLD OUT THERE WHERE THE NIGHT ISN'T BROKEN BY THE SNAP SNAP OF GUNFIRE...

...WHERE YOU DON'T HAVE TO KILL YOUR NEIGHBOR JUST TO BELONG...

THEY'RE DRAGGED INTO THE VICIOUS CYCLE... WHERE IT'S DRILLED INTO THEM THAT THIS IS THE WAY IT IS...

...THAT THIS IS WHAT YOU HAVE TO DO TO SURVIVE.

"DO THEM BEFORE THEY DO YOU."

AND SO THEY KILL ONE ANOTHER... NEVER REALIZING THAT THEY'RE BEING **PUSHED**... **PRESSURED**...

DO 'EM, TOMY! SHOW THESE #!@@&S WHAT HAPPENS WHEN THEY **CROSS** OUR **LINES!**

F 'YA **COLORS,** LITTLE MAN!

CAP THESE TWO AN' YA'VE **EARNED YA REDS!**

YOU JUST DON'T **GET IT,** DO YOU?!

THWAP

WHA -!

$#*%!

AHH!

THWIP THWIP THWIP THWIP

YOU KILL *THEM*, AND THEY KILL *YOU*...

...*AND THEN WHAT?!*

...YOU'RE DEAD.

DEAD.

DEAD AS DEAD.

AND *WHY* DO YOU WANT TO KILL THEM?!

BECAUSE THE *GANG* TELLS YOU TO?!

YOU HAVE NO *WILL* OF YOUR OWN.

YOU'RE JUST *PUPPETS* WITH GUNS.

ALTHOUGH I GUESS THAT'S *EASIER* THAN HAVING TO *THINK* FOR YOURSELVES... TO DO THE RIGHT THING RATHER THAN --

-Huh?!

I skip the rest of the lecture, realizing that I can't CHANGE their world...

...but maybe I've given them a little FOOD FOR THOUGHT.

Also, I wanna know just what the heck that GLOWING FLASH of LIGHT w --

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and as a costumed crime-fighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE presents THE SPECTACULAR SPIDER-MAN in

PUPPETS

WHOOSH

WHOA!

Apparently, THIS whackjob thinks that a ROCKET-RIDE over the city...

...is going to leave me DISORIENTED enough for him to get the UPPER HAND!

Well, SORRY, Tinkerbell --

SPIDER-MAN --

--you're about to learn that it takes more than a little VERTIGO --

WAK

-- to take the wind out of THIS Spider-Man's --

-- SAILS...?

FWSSS

Huh?

SS

I HAVEN'T *TIME* FOR THESE CHILDISH EXERCISES, SPIDER-MAN --

-- IN FACT, I HAVEN'T TIME FOR MUCH *AT ALL*. *YOU'RE* THE LAST HOPE I HAVE.

I'M *DESPERATE* FOR YOUR *HELP!*

GREAT. The downside of being Spidey again is meeting up with folks PETER met when he wore this costume. This guy could be one of Pete's BEST BUDS, and here I am trying to bash his TEETH DOWN HIS NECK!

Have to do my best to FAKE IT...

SORRY, MAN -- TOO MUCH *CAFFEINE* --

-- IT'S GOT ME KINDA, Y'KNOW -- JUMPY!

LISTEN TO ME! I HAVEN'T TIME FOR THIS PRATTLE! I AM BEING MANIPULATED... CONTROLLED!

HAVING IMPLANTED SOME KIND OF ***DEVICE*** AT THE BASE OF MY ***SKULL, JONAS HARROW*** HAS ENSLAVED ME ON A ***MOLECULAR LEVEL!***

HE IS ***FORCING*** ME TO COMMIT A SERIES OF ***INDUSTRIAL CRIMES,*** GATHERING ***INFORMATION*** FOR HIS --

ARCCH!

EVEN NOW HE CALLS ME ***BACK, DEMANDING*** MY ***RETURN!***

YOU MUST ***HELP ME,*** SPIDER-MAN! ***MEET ME*** --

-- TOMORROW NIGHT --

-- STATE UNIVERSITY --

-- MIDNIGHT --

And then he was GONE!

Back at my apartment, I do a little information gathering of my OWN...

THAT'S HIS *NAME?! WILL O' THE WISP?!* HOW *LAME* CAN YOU --

...

OKAY, *POINT TAKEN.* BUT I DIDN'T COME UP WITH THAT... IT WAS YOUR *PAL, KEN ELLIS* WHO --

...

SH-YEAH, RIGHT. SO, C'MON -- FILL ME IN ON THIS *WISP* GUY.

I'll have to admit... it's NICE having Peter back in town.

He can bring me up to speed on all the HORRORSHOW NUTCASES that seem to INFEST this city.

DAILY BUGLE

And now that Pete and Mary Jane have moved back to NEW YORK --

-- and Peter has taken on this STAFF JOB at the DAILY BUGLE...

...well, after all those years being on the road, alone... it's nice to have a FAMILY.

And I can't WAIT to be an UNCLE...

... AND YOU'LL DO *FINE* HERE, BILLY.

THANKS, Mr. CONOVER.

URICH! WHERE IS THAT ARTICLE ON *DRECKSTON?!* IT WAS SUPPOSED TO BE ON MY DESK --

-- RESEARCH SCIENTIST IN *ELECTROMAGNETICS.* AN *ACCIDENT* MUCKED UP THE *COHESION* OF HIS *MOLECULAR STRUCTURE* --

...NICE SHOTS OF THE NEW *GOBLIN,* ANGELA, ALTHOUGH...

HERE'S THE DRECKSTON REPORT, Mr. JAMESON!

-- NOW HE HAS CONTROL OF HIS BODY ON A MOLECULAR LEVEL AND CAN DO, WELL... YOU SAW --

OKAY. HIS NAME IS *JACKSON ARVAD* --

LOOK OUT FOR MY --

CRASH

OOPS!

ARVAD SEEMS *OKAY*, BUT... HE HAS A HABIT OF FALLING IN WITH THE *WRONG CROWD... BLACKMAILED... MANIPULATED...*

SO WHAT YOU'RE SAYING IS, HE'S A *NICE GUY* WHO JUST CAN'T SEEM TO GET HIS *ACT TOGETHER?*

I CAN *RELATE...*

JEEZ -- WHAT'S ALL THE *NOISE?!*

OBOY, OBOY!

OUT! *OUT! OUT! URICH! I DON'T CARE IF THIS KID IS YOUR NEPHEW -- HE'S GREEN! KEEP HIM OUT OF MY --*

JUST YOUR TYPICAL DAY AT THE DAILY BUGLE. WE'RE ABOUT TO *SACRIFICE* ANOTHER *INTERN* TO THE *GOD OF JOURNALISTIC INTEGRITY.*

SO -- YOU GONNA *HELP* ARVAD?

WELL -- IT'S NOT LIKE I HAVE ANYTHING *BETTER* TO DO...

I'M FINDING IT'S A REAL *CHALLENGE* TO SIT AROUND AND WATCH TV WHEN ALL YOUR STUFF'S BEEN *STOLEN!*

YEAH. LISTEN, *THANKS... I APPRECIATE IT...* I'LL LET YOU KNOW HOW IT GOES... YEAH... OKAY... TALK TO YOU LATER.

I JUST HOPE I CAN HELP WISP OUT OF TROUBLE WITHOUT GETTING ME *INTO* IT!

*IN THE UNFORGETTABLE **AMAZING SPIDER-MAN** #411 – Repo Ralf.*

NO ADMITTANCE ROXXON

RYE, NEW YORK --

WHERE STANDS ONE OF THE COUNTLESS **RESEARCH FACILITIES** OWNED BY THE GLOBE-GIRDLING **ROXXON CORPORATION.**

HERE, HOWEVER, THE RESEARCH BEING CONDUCTED IS OF A DECIDEDLY **QUESTIONABLE** NATURE...

...AS THE INSIDIOUS Dr. **JONAS HARROW** OVERSEES THE FINAL STAGES OF A PROJECT BOTH COVERT... AND **CORRUPT.**

WHEN ROXXON AGREED TO BACK THIS ***VENTURE*** OF YOURS, HARROW, IT WAS WITH THE UNDERSTANDING THAT WE WOULD HAVE SOME ***RESULTS*** BY NOW.

PERHAPS WE WERE ***WRONG*** IN BELIEVING THAT ***YOU*** COULD SEE THIS PROJECT TO ***FRUITION.***

PLEASE, GENTLEMEN -- I ***ASSURE*** YOU...

...EVERYTHING PROCEEDS ***APACE.*** ROXXON'S ***DESIRE*** TO CREATE AN ARMY OF COMPLETELY ***AUTOMATED SOLDIERS IS WITHIN OUR GRASP!***

BUT IT'S THE ***ACQUISITION*** OF THE EXTENSIVE ***TECHNICAL INFORMATION*** THAT WILL TAKE THE MAJORITY OF OUR TIME...

.. AND ***PATIENCE.***

WHEN, HARROW?!

DAYS! ONCE WE'VE ***PROCURED*** OUR *ULTIMATE DATA* -- OUR ***HOLY GRAIL,*** IF YOU WILL --

-- WE'LL BE ABLE TO UNLOCK THE ***FINAL ANSWERS*** AND BEGIN CONSTRUCTING YOUR ***SYNTHETIC STRIKE FORCE!***

BUT FIRST THINGS FIRST -- *WISP!*

DOCTOR.

THERE IS MORE INFORMATION TO BE ***CULLED!*** YOU HAVE BEEN ***BRIEFED*** ON WHERE YOU ARE TO GO --

-- ON WHAT YOU ARE TO ***DO*** --

-- AND ON WHAT THE ***REPERCUSSSIONS*** WOULD BE SHOULD YOU CHOOSE TO ***DEVIATE*** FROM THOSE INSTRUCTIONS ***IN THE SLIGHTEST!***

GO!

STATE UNIVERSITY --

-- AROUND MIDNIGHT.

Maybe the Wisp was just JERKIN' my WEB...

...' cause it's a little after TWELVE, I've crisscrossed the campus a couple of times now --

-- and though he didn't say exactly WHERE he'd b --

-- BINGO!

That's GOTTA be our boy...

WISP!

LISTEN, BLINKY -- I'LL BE ***HAPPY*** TO HELP YOU GET OUT FROM UNDER THIS GUY HARROW'S ***THUMB*** --

-- BUT WHATEVER YOU'RE DOING -- ***STOP!*** I CAN'T LET YOU ***KEEP*** COMMITTING THESE --

YOU DON'T ***UNDERSTAND,*** SPIDER-MAN --

-- I ***CAN'T*** STOP! HARROW HAS EACH OF THESE *EXERCISES* CALCULATED TO THE SECOND!

SHOULD I ***FAIL*** TO INSTALL THIS OVERRIDE COMPONENT WITHIN THE TIME ***ALLOTTED*** --

--HE'LL CONCLUDE THAT SOMETHING IS ***AMISS*** -- THAT I'VE GONE *ROGUE* -- AND THROUGH THE IMPLANT IN MY OWN HEAD HE'LL --

-- ***SCATTER*** MY ***MOLECULES*** TO THE ***FOUR WINDS!***

NO! WAIT!

FWS

I HATE IT WHEN YOU DO THAT.

I'M ***SORRY,*** SPIDER-MAN, BUT AS YOU CAN SEE, FOR MY OWN CONTINUED ***SURVIVAL*** --

-- I ***MUST*** DO THIS!

YEAH, YEAH. OKAY. BUT HOW CAN I ***HELP*** YOU?!

HARROW TRIGGERS THE IMPLANT WITH A ***REMOTE CONTROL DEVICE*** THAT HE KEEPS NEAR HIM AT ALL TIMES.

IF YOU WERE ABLE TO ***WREST*** THE DEVICE AWAY FROM HIM, WE COULD ***DESTROY*** IT, AND BREAK HIS LONG-STANDING ***HOLD*** OVER ME!

HIS ***BASE*** IS AT THE ROXXON FACILITY IN RYE. YOUR BEST CHANCE TO CATCH HIM ***UNAWARES*** WOULD BE WHILE I AM ***OUT*** DOING HIS ***BIDDING.***

I'M TO RUN ONE ***FINAL MISSION*** TOMORROW NIGHT, AT 1:00 AM, AT ***IRON ROCK.*** HARROW WILL BE IN THE ***TOWER,*** YOU CAN --

!!EEAAH!

WISP...?

ALREADY HE CALLS ME BACK... I MUST ***GO.*** SPIDER-MAN... WILL YOU --

HEY!

HEY, WHO'S IN THERE?!

ISN'T THERE SOME WAY THAT YOU CAN *FIGHT IT?!*

N-NO, NOT FOR *LONG!* THE *STRAIN...* TOO *GREAT!*

I MUST GO...

...I HOPE YOU'LL SEE FIT...

...TO HELP ME...

Whoa! That's BRIGHT!

Gotta tell Wisp to WARN ME when he's gonna --

Huh?!

I can watch SPARKY pull a FADE in the TINTED SCREEN of the computer he just TAPPED INTO!

MOLECULAR DISPERSION is COOL.

And it looks like the last thing to LEAVE --

-- is Harrow's implant!

OKAY! I'M COMING --

INTERESTING.

-- IN...?!

THE NEXT MORNING, IN THE OFFICES OF THE NEW YORK DAILY BUGLE --

--SPECIFICALLY, THE OFFICE OF EDITOR AND PUBLISHER, J. JONAH JAMESON.

SEE SPIDER-MAN: THE FINAL ADVENTURE FOR PETER'S PORTLAND PREDICAMENT -- Recountin' Ralf.

...NO, Dr. SCHWINNER, I DON'T THINK THERE'S ANYTHING YOU COULD SAY THAT WOULD MAKE ME RECONSIDER.

WHEN MARY JANE AND I FIRST MOVED TO PORTLAND, IT WAS TO GET AWAY FROM NEW YORK, LEAVE OUR PROBLEMS BEHIND, START A NEW LIFE..!

BUT IN COMING BACK FOR A VISIT, WE REALIZED THAT WE CAN'T RUN AWAY FROM OUR TROUBLES, THAT WE'RE PRETTY GOOD AT FACING THEM --

-- AND MOST IMPORTANTLY, THAT THIS IS HOME.

...

NO, SIR, BUT THANK YOU -- AND DESPITE ALL THAT, IT WAS GREAT WORKING WITH YOU AND... FUN... WORKING AT GARID.

WELL, THAT'S THE LAST OF IT --

-- IN QUITTING MY JOB AS A RESEARCH SCIENTIST AT GARID, MARY JANE AND I HAVE SEVERED ALL TIES WITH PORTLAND...

...WE'RE OFFICIALLY NEW YORKERS AGAIN! AND THAT FEELS GOOD!

EEAH!

THE PAIN... SHOOTING THROUGH MY HAND... ARM...

...SPASMING... LIKE BEFORE AT THE DAILY GRIND... BUT WORSE!

WHAT IS IT?! WHAT'S HAPPENING TO ME?!?

SEE SPIDER-MAN #69 – Ralf.

DONE WITH YOUR PHONE CALL..? GOOD. THEN GET OUT!

YEAH, WELL -- THANKS FOR THE USE OF THE OFFICE, JONAH.

YEAH, YEAH, YEAH. OUT!

IRON ROCK.

A VERITABLE FORTRESS HEWN INTO THE CLIFFS OF THE NEW JERSEY PALISADES --

-- THIS MEGA-MAXIMUM SECURITY GOVERNMENT INSTALLATION ACTS AS ONE OF THE MANY STORAGE FACILITIES FOR SOME OF OUR NATION'S MOST DANGEROUS SECRETS.

BURIED BENEATH THESE WALLS OF STEEL AND GRANITE --

-- ARE SOME OF THE COUNTLESS DEVICES, COSTUMES, AND WEAPONRY CONFISCATED OVER THE YEARS FROM THAT ELITE GROUP KNOWN AS SUPER-VILLAINS.

Well, they've got THIS PLACE covered!

Anybody trying to BREAK IN here WOULDN'T STAND A CHANCE!

Unless they had my spider-like AGILITY to dodge the LASERS --

THWIP

-- and a little WEBBING --

-- to make sure the CAMERA'S looking the OTHER WAY!

One spidery LEAP...

... and I'm IN! Hey, I should write a BOOK...

...HOW TO BREAK INTO A MAXIMUM SECURITY GOVERNMENT FACILITY IN SIX EASY STEPS!

Step One: Get bitten by a radioactive spider...

Now that I'm in, though, I've got to try to find the WISP -- FAST -- and stop him before he --

SPIDER-MAN! WHAT ARE YOU DOING HERE?! YOU'RE SUPPOSED TO BE --

WISP -- WAIT!

I THINK I'VE FIGURED OUT A BETTER WAY TO GET YOU OFF HARROW'S LEASH!

BUT THIS IS THE LAST --

LISTEN! WHEN WE WERE AT STATE, I NOTICED THAT THE LAST PART OF YOU TO DISSIPATE WAS HARROW'S IMPLANT!

YOU ARE IN COMPLETE CONTROL OF EVERY MOLECULE IN YOUR BODY...

...SO WHY COULDN'T YOU ISOLATE THE IMPLANT -- MAKE THE REST OF YOU INTANGIBLE --

-- SO I COULD JUST... REACH IN... AND GRAB IT!

IT... IT COULD WORK... BUT... IT WOULD REQUIRE PERFECT TIMING...

...AND TIME IS SOMETHING I DON'T HAVE!

IF ONLY YOU HAD STUCK TO THE PLAN...

HE WINDS HIS WAY THROUGH A LABYRINTH OF CORRIDORS --

-- AN INTRICATE NETWORK OF TUNNELS AND CHAMBERS BURROWING MILES INTO THE EARTH --

-- ARRIVING ALMOST INSTANTLY AT HIS FINAL DESTINATION -- HIS GOAL --

-- OR MORE APTLY PUT -- THE GOAL OF HIS MALEVOLENT MASTER!

SO THIS VESSEL CONTAINS HARROW'S ULTIMATE PRIZE..?

HIS HOLY GRAIL?

35FF

ONCE I INSTALL THIS LAST OVERRIDE COMPONENT HE'LL HAVE ACCESS TO ALL THE INFORMA --

MY... MY GOD!

HE'S *DONE IT,* SIR. WE'RE *ON-LINE.*

EXCELLENT!

YOU *SEE,* GENTLEMEN -- *SUCCESS!* NOW THAT WE HAVE CONTROL OF THE --

DON'T CELEBRATE YOUR SUCCESS *TOO EARLY,* DOCTOR -- THERE IS STILL *MUCH* TO BE DONE --

-- AND THIS IS JUST A *SMALL PART* OF OUR *ULTIMATE OBJECTIVE.*

YES... WELL...

AWAITING YOUR ORDER TO *ACTIVATE,* SIR.

...LET'S BRING THEM *BOTH* HOME!

Oh YES, DAVIS -- BY *ALL MEANS...*

WHOOSH

WISP!

I *HAD* TO DO IT! -- *HAD TO!*

THERE'S *NO WAY* I COULD HAVE --

WISP!

WHAT HAVE I *GIVEN HIM..?! WHAT HAVE I DONE?!?*

WISP! *CALM DOWN!*

YOU NEED TO GET *READY!* WE CAN STILL GET THE *IMPLA* --

NO! YOU DON'T UNDERSTA --

--ARGH!

FIGHT IT, WISP! FIGHT HIM!

WE CAN *DO THIS!* I KNOW WE CAN!

NNGGH!

FIGHT IT! THIS'LL WORK!

But even as I say those words...

... I WONDER...

...and a handful of IMAGES shoot through my mind.

What if he's forced to SOLIDIFY before it's done..?

What if I yank out MORE than just the implant..?

And then, SUDDENLY, the point is MOOT.

I GOT IT!

And as the Wisp passes out from the STRAIN --

--my SPIDER-SENSE has a chance to detect what he was so BUGGED-OUT about...

SKOOM

FEAR

oboy.

MARVEL COMICS

SPIDER-MAN

JULY '96 236

APPROVED BY THE COMICS CODE AUTHORITY

THE SPECTACULAR SPIDER-MAN

Free Will

-- OKAY. WHADDA WE ***GOT..?!***--

DIAPHORETIC WHITE MALE, MID-TWENTIES IN ***SVT.***

HEART RATE JUMPING AROUND ***ONE-NINETY*** --

BLOOD PRESSURE?

EIGHTY-FIVE OVER ***FIFTY.***

ALL RIGHT. HIT HIM WITH ***6ML*** OF *ADENASINE* -- ***STAT!*** --

-- LET'S SEE WHAT ***THAT*** DOES FOR HIM.

LESS THAN TWENTY MINUTES AGO, PETER PARKER COLLAPSED --

SUPRA VENTRICULAR TACHYCARDIA – RAPID, ERRATIC HEARTBEAT -- Cardiorhythmic Ralf.

-- CRUMPLING TO THE KITCHEN FLOOR IN A SUDDEN HEAP --

Mrs. PARKER -- IS YOUR HUSBAND DIABETIC?

Huh?... Um... N-NO.

NO.

-- WITHOUT ANY SYMPTOMS --

LET'S PUT HIM IN BAY 4.

-- WITHOUT ANY WARNING.

OXYGEN.

SOMEBODY SEE IF WE CAN GET JOEL DOWN HERE.

MRS. PARKER? I'M GOING TO HAVE TO ASK YOU TO WAIT OUTSIDE IN THE WAITING ROOM.

SHORTLY...

WHAT DO YOU THINK, JOEL?

I DON'T KNOW, MARK -- YOU TELL ME.

HIS HEARTRATE'S SPIKING ALL OVER THE PLACE. THE ADENASINE ONLY SEEMS TO DO SO MUCH.

I HAVEN'T SEEN ANYTHING *LIKE IT.*

THE BEST WE CAN DO IS TRY TO GET HIM *STABILIZED* --

"-- AND SEE IF WE CAN FIGURE OUT WHAT'S *CAUSING IT* LATER."

PLEASE, LET ME BE STRONG.

HE'S GOING TO BE OKAY. I KNOW HE WILL! HE HAS TO BE!

WHEN BEN TOOK OVER THE MANTLE OF SPIDER-MAN, PETER AND I THOUGHT WE WERE FINALLY GOING TO BE ABLE TO SETTLE DOWN.

WITH THE BABY ON THE WAY, WE WERE GOING TO START A NEW LIFE... A NORMAL LIFE...

... PETER EVEN LOST HIS POWERS!

AND NOW THIS...

AND I CAN'T HELP THINKING THAT IT CAN ONLY BE ONE THING...

PETER IS BEN'S CLONE -- CREATED BY THE JACKAL!

IN SPIDER-MAN: THE FINAL ADVENTURE -- Reminiscin' Ralf

ALL THE OTHER CLONES DISINTEGRATED -- DEGENERATED -- DETERIORATING FROM WITHIN.

IS THAT WHAT'S HAPPENING TO PETER?!

OR IS IT SOMETHING ELSE? SOME OTHER DISEASE OR ILLNESS?! IN ALL HIS YEARS AS SPIDER-MAN --

-- WHO KNOWS WHAT HE MIGHT HAVE COME UP AGAINST!?!

RRAARR!

SKOOM

STAN LEE Presents: The SPECTACULAR SPIDER-MAN

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

It's funny that when I called the PSYCHIC FRIENDS HOTLINE this morning, they forgot to mention THIS!

You'd THINK that a RAMPAGING, SIXTEEN-FOOT-TALL, FIRE-BREATHING, SYNTHETIC, PURPLE MONSTER would kinda jump OUT at you..?!

...which I guess he kinda DID..!

Ah, Spidey... how do you get yourself INTO these things?

Well, actually that was EASY enough...

FWASH

...after being recruited by the WILL-O' THE WISP to help LIBERATE him from the control of a weasel named Dr. JONAS HARROW --

-- I discovered that Harrow was FORCING Wisp -- using a device he had IMPLANTED in the Wisp's skull -- to steal INFORMATION --

-- on the TECHNOLOGY Harrow needs to create an ARMY of ANDROIDS for the ROXXON CORPORATION!

Meeting Wisp here at IRON ROCK -- one of the government's MAXIMUM SECURITY IMPOUND FACILITIES --

-- I was able to REMOVE the implant and FREE Wisp from Harrow's control -- but not before HE was forced to free Harrow's ULTIMATE PRIZE --

-- DRAGON MAN!*

And, NOW...

C'MON, WISP --

-- UNLESS YOU WANNA END UP LOOKING LIKE A GREAT BIG CHARCOAL BRIQUETTE, WE GOTTA GET YOU OUTTA HE --

* AN ARTIFICAL LIFEFORM CREATED BY PROFESSOR GREGSON GILBERT. DM HAS SINCE BEEN USED AS A PAWN BY A NUMBER OF SUPER-VILLAINS. – Artificial Ralf.

Huh?

INTANGIBLE...?!

Thanks for telling ME, Casper!

Well, now that I don't have to worry about the Wisp --

SWIPE

-- I guess I can pay a little more attention to --

Oh, NO!

Iron Rock's MAXIMUM SECURITY!

YOU'RE IN VIOLATION OF NATIONAL DEFENSE TRESPASS CODES! SURRENDER IMMEDIATELY OR WE WILL OPEN FIRE!

ERRRN?

OMIGOD!

WAIT! HE DOESN'T UNDERSTAND! HE'S JUST A --

ZIM

ZAP ZAP

ZIM

TOOMTOOM

KRAAARR!

Thanks for LISTENING.

LISTEN, YOU SQUIDS -- DON'T YOU GET IT?!!

THAT'S *DRAGON MAN!*

HE'S *INDESTRUCTIBLE!* YOU'RE NOT DOING *ANYTHING* BUT MAKING HIM --

WHA --

HEY!

RRUNK

FWASHOOM

-- MAD!

NOW, *VAMANOS, MUCHACHOS! GET OUTTA* HERE!

I'LL HANDLE *THIS* GUY!

Yeah...

...I hope.

RRRRRR!?

IT'S OKAY, BOY. EASY NOW... EASY...

That's it... just talk in a nice, calm, quiet, NON-THREATENING tone of voice...

... and hope that BARNEY HERE doesn't decide to make me the first case of SPONTANEOUS ARACHNIDIAN COMBUSTION!

Jeez, I think it's WORKING -- I'm actually GAINING the big guy's TRUST.

I wonder if my LANDLADY will let me KEEP him...?

Now all I have to do is make sure nobody --

RRAAR!

NO!

Oh, GREAT --

FROOAR!

Uh...
Uh...
Uh...

-- this guy is SPAM unless I --

AARRH!

NO!

-- NO.

PLEASE
PLEASE
PLEASE
PLEASE

ERRNT!

FOOOT

GOOD...

THANK YOU
THANK YOU
THANK YOU

MILES TO THE NORTH --

WHERE IS HE?!?

-- AT THE **ROXXON** FACILITY IN RYE, NEW YORK --

I'VE SIGNALED HIM ***SEVERAL TIMES*** NOW, AND STILL ***THE WISP REFUSES*** TO RESPOND TO MY SUMMONS!

HE ***DISOBEYS*** AND ***MOCKS ME!*** I'M CERTAIN THAT HE ***PLOTS AGAINST ME!***

I WILL NOT ***TOLERATE*** THIS ***INSOLENCE!***

AND NOW, WITH THE ***DRAGON MAN*** AT MY ***DISPOSAL*** --

SWAK

HE WAS ALL TOO AWARE OF WHAT THE ***CONSEQUENCES*** WOULD BE SHOULD HE ***DEFY*** ME --

-- THAT I WOULD ***DISCORPORATE*** HIM -- SEND HIS ATOMS ***SCREAMING*** TO THE ***STARS!***

-- I'VE NO FURTHER ***USE*** FOR THE ***WILL O' THE WISP!***

FWINK

DOCTOR HARROW! WE'VE ACCESSED THE CREATURE'S OPTIC RELAYS!

WE CAN SEE WHAT'S DELAYING THE DRAGON'S ESCAPE!

SHOW ME! SEND IT TO THE DISH!

SPIDER-MAN! NO!

I WON'T ALLOW HIM TO JEOPARDIZE MY PLANS! DAVIS --

"-- HAVE THE MONSTER CRUSH HIM."

RRAHHH

Uh-Oh. I DON'T LIKE THE SOUND OF THAT.

ERR?

THUD

KEEPS GOING AND GOING AND GOING --

-- UNTIL YOU REMOVE HARROW'S OVERRIDE IMPLANT!

WE'VE BEEN WIPED, SIR -- WE'VE JUST LOST ALL ***COMMUNICATIONS*** AND CONTROL OF THE CREATURE!

NO! NO! NOT WHEN I'M THIS CLO-Er... Uh... THEN ***LOCATE*** THE PROBLEM, DAVIS, AND ***CORRECT*** IT.

A ***MINOR SETBACK,*** GENTLEMEN. I ***ASSURE*** YOU.

SEE THAT IT IS, HARROW...

MEANWHILE, IN THE CAVERNOUS TUNNELS THAT MAKE UP MUCH OF THE IRON ROCK FACILITY --

COMMAND SAYS THE MONSTER IS DOWN! WE'RE TO GET UPSTAIRS AND APPREHEND THE INTRUDERS!

BY THE BOOK, MEN -- ***MOVE! MOVE!*** MOVE!

YES, ***MOVE***, YOU FOOLS. DEAL WITH THIS CONVENIENT DISTRACTION...

-- YIELDS ITS TREASURES TO ***ME!***

...WHILE THIS WAREHOUSE OF IMPOUNDED ***SUPER-WEAPONRY*** --

AND, ABOVE...

I'M IN YOUR ***DEBT***, SPIDER-MAN --

I CAN'T TELL YOU HOW ***GRATEFUL*** I AM! YOU'VE ***FREED ME*** FROM HARROW --

-- AND YOU'VE FREED ME FROM ***THIS!***

HARROW USED THAT IMPLANT TO ***BLACKMAIL*** ME -- ***MANIPULATE*** ME! YOU CAN'T ***IMAGINE*** WHAT I ENDURED!

HE WOULD ***THREATEN*** ME INTO DOING ***HIS*** DIRTY WORK -- COMMITTING ***HIS*** CRIMES! I WAS HIS ***TOOL*** -- HIS ***PUPPET*** --

-- TREATED AS ***LESS*** THAN A MAN! HE ***TORTURED*** AND ***HUMILIATED*** ME, AND NOW THAT I'M ***FREE*** --

-- IT'S TIME TO GIVE SOME OF THAT ***BACK*** TO HARROW!

YEAH...

AND I THINK I KNOW ***JUST HOW TO DO IT.***

SHORTLY --

WE'RE BACK ***ON-LINE,*** DOCTOR --

-- AND IT LOOKS LIKE DRAGON MAN DECIDED TO GO ON ***WITHOUT*** US! SPIDER-MAN'S ***TRASHED!***

EXCELLENT, DAVIS, ***EXCELLENT!*** ***NOW*** --

-- BRING THE CREATURE ***HOME!***

HE ISN'T **HOME.**

I LEFT A MESSAGE AT THE **DAILY GRIND** -- THEY'LL GIVE IT TO HIM WHEN HE COMES IN, BUT THAT'S **HOURS** FROM NOW...

... AND THIS WOULD ALL BE SO MUCH **EASIER** IF **BEN** WERE HERE **NOW!**

Mrs. PARKER? I'M **Dr. PETERS.** I'M AFRAID I DON'T HAVE MUCH IN THE WAY OF **GOOD NEWS.**

YOUR HUSBAND'S **VITAL SIGNS** ARE STILL **HIGHLY** ERRATIC -- WHATEVER THIS **IS** IS **PLAYNG HAVOC** WITH HIS **METABOLISM.**

FRANKLY, IT HAS MOST OF THE HOSPITAL STAFF **BAFFLED.** WE'VE CONTACTED SEVERAL **SPECIALISTS** --

-- BUT FOR THE TIME BEING, THE BEST WE CAN DO IS TRY TO KEEP HIM **STABILIZED** AND **COMFORTABLE.**

BUT, I... I WON'T **LIE** TO YOU, Mrs. PARKER...

"... YOUR HUSBAND'S CONDITION IS DETERIORATING..."

"TRACKING THE DRAGON MAN'S *APPROACH*, Dr. HARROW -- *ETA* ABOUT 20 SECONDS."

"*PERFECT*, DAVIS -- OPEN THE *SKYDOOR*!"

AND WELCOME, *WELCOME*, MY PET!

BEHOLD, GENTLEMEN! THE *ULTIMATE OBJECTIVE*! *MY HOLY GRAIL* --

-- THE DRAGON MAN!

A *MIRACLE* OF *ARTIFICIAL LIFE*! THE *ANDROID TEMPLATE* FROM WHICH WE WILL CAST AN *INVULNERABLE ARMY* OF *SYNTHETIC SOLDIERS*!

AAAAND...

...LET'S NOT FORGET TO MENTION THAT HE MAKES A HECKUVA *TROJAN HORSE!*

WHA --

SPIDER-MAN?!? BUT YOU'RE --!

STOP THEM, YOU IDIOT!

USE THE CREATURE AND STOP THEM!

Y-Y-YES, SIR!

GRRR

RRAAARRR!

HOLD ON THERE, *DINO* -- CAN'T WE TALK THIS *OVER*?!

I'LL BUY YOU A NICE BIG *BRONTO-BUR* --

-- GER?!

Too much DEBRIS flying around -- couldn't DODGE in time!

WHIP

Gotta twist -- brace for the impact --!

KRAAA!

Ungh.

C'mon, snap OUT OF IT, Spidey. He's comin' back for --

Wonderful...

SMASH

... the PROJECTION DISH..!

SKOM

LEAVING SO **SOON**, GENTLEMEN?!

I WOULD THINK THAT YOUR **INTEREST** IN THIS **VENTURE** WOULD HAVE YOU **REMAIN** UNTIL THE **VERY END.**

UNGH!

AHHH!

YOU WILL STAY!

WE'VE **LOST** THE COMPUTERS, DOCTOR -- DRAGON MAN'S **ON HIS OWN!**

NO MATTER! I'M SURE THAT HE'LL STILL CARRY OUT HIS **FINAL DIRECTIVE** -- WON'T YOU, MY PET...

KILL HIM!

KILL SPIDER-MAN!

... have to ...

... move ...

ERNT?

NO.

... c'mon, Dino.. I'm COUNTIN' on... you... you've got a... will of your OWN...

ROOT?

... can't ...

ROOO

... 'ATTA BOY!

NO! NO!

YOU MUST LISTEN TO ME! YOU MUST KILL HIM! YOU --

-- YOU!? WISP?!

BUT YOU'RE DEAD..! I --

-- KILLED ME, HARROW?! DISSIPATED ME?!

WRONG!

YOU USED ME, HARROW!

MADE ME YOUR SLAVE --

-- YOUR PUPPET!

BUT I'M FREE, NOW --

-- FREE!

IT WAS SPIDER-MAN WHO REALIZED IT -- HE SAW ME "PHASING" INTO THINGS -- COLLECTING YOUR PRECIOUS DATA.

HE WONDERED WHY HE COULDN'T SIMPLY REACH INTO MY DISSIPATING SKULL --

NO
NO
NO

-- AND JUST *RIP OUT* THE MALIGNANT *IMPLANT!*

AAAAHH

WISP!

JUST AS I *THOUGHT*, HARROW --

-- YOU *HAVE* NO HEART...

WHAT DID YOU *THINK* I WAS GOING TO DO?

Um.

NOTHING.

WELL, WE CERTAINLY MADE A MESS ***HERE.***

IT'LL TAKE ***ROXXON*** AWHILE BEFORE THEY CAN GET ***THIS*** PROJECT UNDERWAY AGAIN!

SPIDER-MAN... I CAN'T ***THANK YOU*** ENOUGH...

WHAT ARE YOU GOING TO ***DO,*** WISP -- NOW THAT YOU DON'T HAVE TO BE HARROW'S ***SLAVE...?***

IT WILL TAKE SOME ***GETTING USED TO*** -- HAVING MY OWN ***LIFE*** -- MAKING ***DECISIONS*** --

"-- BUT IT'S SOMETHING I'M LOOKING ***FORWARD*** TO!"

YEAH. I GUESS ALL WE'VE GOTTA WORRY ABOUT ***NOW*** IS WHAT WE'RE GONNA DO WITH --

Well... okay --

-- I guess EVERYONE'S entitled to a life of FREEDOM --

-- and a SECOND CHANCE!

MARVEL COMICS

SPIDER-MAN

AUG '96 7

THE SENSATIONAL SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

SO FAR TO FALL...

He has raced against time before.

Now he desperately **hurls** himself through these wind-swept avenues --

-- **snapping** his body from web-line to web-line -- **fighting** against the **air currents** of the oncoming **storm.**

He curses the weather for slowing him down --

-- and curses **himself** for not being **faster!**

His name is Ben **Reilly** -- the **sensational** Spider-Man --

-- AND HIS BROTHER IS DYING!

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil . Now he calls himself **Ben Reilly,** and as a costumed crimefighter he continues his crusade...for he understands that with great power must come great responsibility!

MARY JANE!

STAN LEE presents THE SENSATIONAL SPIDER-MAN in

HIGH DRAMA

...I'M SORRY I COULDN'T GET HERE **SOONER.** I CAME AS SOON AS I GOT *YOUR* **MESSAGE, BUT... WHAT HAPPENED..?!**

...WHAT'S **WRONG** WITH HIM?!?

THEY DON'T KNOW.

HE SAYS THAT HE HAD SOME **MUSCLE SPASMS** OVER THE PAST COUPLE OF DAYS -- NOTHING TO WORRY ABOUT...

BUT THEN LAST NIGHT, HE JUST **COLLAPSED** ON THE **KITCHEN FLOOR!**

AND THE **DOCTORS** DON'T KNOW WHAT'S **CAUSING** IT... ONLY THAT HIS CONDITION IS **DETERIORATING.** THEY'RE CALLING IN SOME **SPECIALISTS** --

-- BUT ALL THEY CAN DO RIGHT NOW IS KEEP HIM **STABILIZED** AND GIVE HIM SOMETHING FOR THE **PAIN.**

IN SPIDER-MAN #70 – Rx Ralf.

MJ, I KNOW IT'S STUPID TO TELL YOU NOT TO WORRY. HE IS YOUR HUSBAND, BUT... **DON'T WORRY.** PETER CAN BEAT THIS, HE'S **STRONG.** HE'S BEEN THROUGH **A LOT...**

HE'S BEEN THROUGH A LOT AS **SPIDER-MAN** --

-- BUT HE DOESN'T **HAVE** HIS POWERS ANYMORE, BEN --

-- AND WHATEVER THIS IS...

... IT'S **KILLING** HIM!

COME ON. HE'S BEEN ***DRIFTING*** IN AND OUT BECAUSE OF THE MEDICATION, SO I DON'T KNOW IF HE'S --

IT'S OKAY, HONEY -- I'M UP.

HEY, BRO'.

We talk for awhile, Peter, and I, covering some of the possibilities that the doctors may have... "OVERLOOKED"...

... CELLULAR DEGENERATION being at the top of the list.

PETE..?!

HEY, MAN -- HOW YA DOIN'?

Peter is a CLONE possessing my genetic info, and while he may have recently LOST his SPIDER-LIKE POWERS --

--it still leaves him with a rather.. UNIQUE... physiology.

I'm telling him that I'll take some SAMPLES, run some TESTS of my own, 'cause I've got the same science background he does, when --

-- VISITING HOURS officially begin.

THAT BED LOOKS COMFY.

I'D BE HAPPY TO TRADE PLACES WITH YOU.

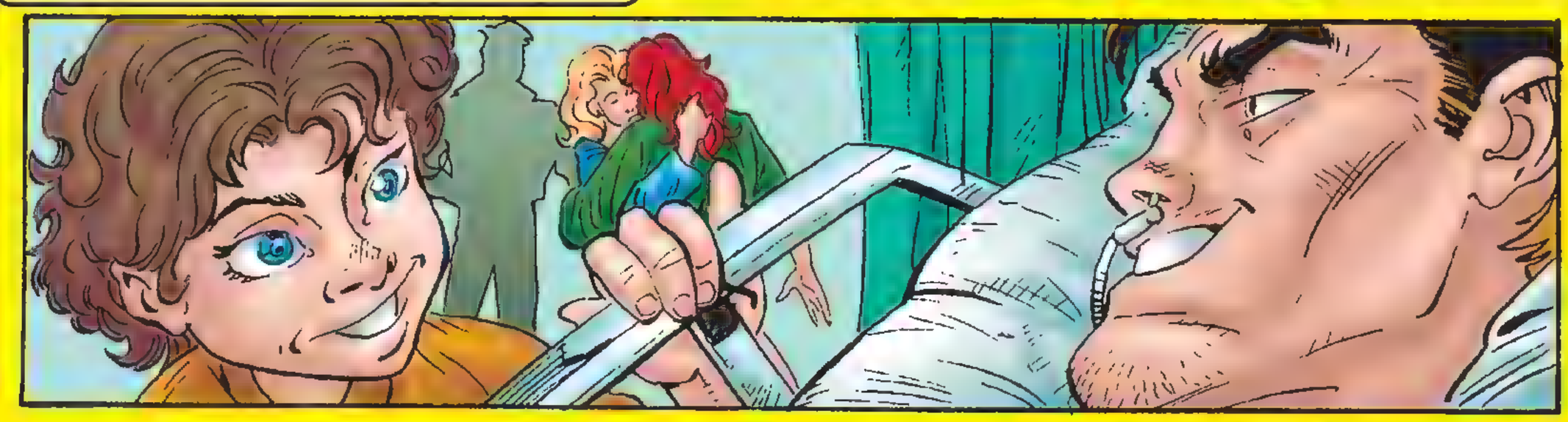
I step to one side as Peter and Flash cut on each other.

FLASH THOMPSON. Who'da thunk after all those years of him BULLYING and TORMENTING me... US... back in high school... that we could actually be FRIENDS?

We might be the same PERSON, Peter Parker, but I think you're much more FORGIVING than I.

It isn't very long before more people start to arrive --

--LIZ OSBORN, the widow of one of Pete's closest friends, and little NORMIE --



-- and I notice something... well...

... COOL ...

... is happening.

...Peter drifts IN and OUT...

OLD FRIENDS and new continue to show up, offering SMILES and words of COMFORT and SUPPORT...

I'm introduced as the "COUSIN" from upstate...

And I realize that these PEOPLE --

-- ROBBIE and BETTY, FELICIA and ELLIS, ANGELA and BEN --

-- they're not here because they FEEL they SHOULD BE, OBLIGATED to look in on a SICK FRIEND --

-- they're here because they CARE.

Oh, not ALL of it. But I think a good part of your LIFE is defined by your FRIENDS -- by those who LOVE YOU.

It makes me HAPPY to see the life Peter and Mary Jane have.

And for just a second, I WONDER...

...if they know how LUCKY they are...

...how LOVED they are..?

I don't have to wonder for LONG.

For PETER.

For MARY JANE.

This is their WORLD.

WHAT IS THIS... A CONVENTION..?!

WE CAN'T HAVE THIS MANY VISITORS. Mr. PARKER NEEDS HIS REST. COME ON, NOW -- YOU'RE ALL BEING EVICTED.

LISTEN, YOU GUYS, I'LL SWING BY LATER TO GET THOSE SAMPLES --

-- TAKE 'EM TO A LAB AND SEE IF I CAN FIGURE OUT WHAT'S --

-- PETE..?!

WELL, HE'S OUT.

THANKS FOR COMING, EVERYBODY --

-- IT REALLY MEANS A --

GET SET TO BREAK IN THAT NEW CAMERA, ANGE!

THE WALTERS KID JUST TOLD ME THERE'S A JUMPER ON TOP OF THE RAND BUILDING THREE BLOCKS OVER!

YOU'D BETTER GET GOING *TOO*, BEN - YOU DON'T WANT TO BE LATE FOR YOUR *MEETING*.

RIGHT...

...THANKS.

'BYE, LIZ!

MARY JANE, YOU *KNOW* THAT IF THERE'S ANYTHING OUR PAPER, THE *BUGLE* CAN DO, DON'T *HESITATE*.

YOU KNOW OUR PUBLISHER, JONAH, THINKS THE WORLD OF PETER...

...I'M SURPRISED HE DIDN'T SHOW UP HERE TONIGHT.

WOW! I guess years of living with PETER have made MJ quite an ACTRESS, giving me that opening the way she did!

JUST TOO COOL.

And now, to take ADVANTAGE of it and see if I can figure out what's --

-- WHOA..!

Well, HERE'S a guy who doesn't do things HALFWAY...

THUP THUP THUP THUP

THUP THUP THUP THUP THUP

He's positioned himself so far up the AERIAL TOWER that he's made himself completely INACCESSIBLE!

With the STORM moving in, the WIND is just RIPPING at him --

-- and it's also keeping the 'COPTERS at bay, so the COPS can't get close enough to TALK HIM DOWN!

Nobody can get to him!

Well...

...not NOBODY.

THWIPP

THUP THUP THUP THUP

A17-014

...BUT DO YOU HAVE ANY *GREY POUPON?*

EXCUSE ME...

Huh?

THUP THUP THUP THUP THUP

LISTEN... PAL...

...I'M NO *EXPERT*, BUT, Um... ISN'T THAT A LITTLE, *Y'KNOW*...

...*DANGEROUS?*

IT DOESN'T MATTER WHAT YOU *SAY*, SPIDER-MAN --

-- I *WANT* TO DO THIS! MY LIFE *STINKS* -- I'M *LONELY* AND *DEPRESSED!* THINGS SHOULD BE GOING *BETTER* BY NOW.

I SHOULD BE *MARRIED* ALREADY -- HAVE A *BETTER JOB* -- *FRIENDS*... BUT I *DON'T!* I DON'T *FIT IN ANYWHERE!*

I'M NOTHING BUT A *LOSER*...

...A *WORTHLESS LOSER*...

MEANWHILE, IN THE NEWSCOPTER --

HANG ON, GUYS --

-- *WIND-SHEAR!*

JOE! WHAT'S GOING --

THUD

AAAAHH!

THUMP

OH MY GOD!

THUP THUP THUP THUP

PULL UP! PULL UP!

A17-014

I CAN'T! I DON'T--

EXCEL

SIOR

WHOA.

I'd hoped I was gonna be able to TALK to this guy -- get him to come down on his OWN --

-- but NOW...

SO TELL ME, PAL -- WHAT'S YOUR ***NAME?***

G-GEORGE.

WELL, GEORGE -- I'M AFRAID THAT'S ALL THE TIME WE HAVE RIGHT NOW --

HOLY --

-- BUT IF YOU ***HANG AROUND,*** WE CAN FINISH ***CHATTIN'*** LATER.

I'LL EVEN TAKE YOU BACK UP TO THE ***ROOF,*** IF YOU WANT..!

IT'S UP TO ***YOU,*** BUT I HOPE YOU'LL ***STICK AROUND...***

...I THINK I MIGHT NEED SOME ***HELP!***

BUT... BUT...

CRASH and BURN.

The Copter's WEDGED into the building PRETTY GOOD -- but rather than take any CHANCES --

--I think I'll throw on a couple strands of WEBBING --

-- just to give it a little EXTRA SUPPORT --

-- before I start pulling people OUT OF THERE!

OKAY -- HOW WE *DOIN' IN THERE?*

THE *PILOT* NEEDS *HELP* AND THE *FIRE'S SPREADING!*

YOU'VE GOTTA GET *US* **OUT OF HERE!**

I'M *ON IT!* JUST EVERYBODY STAY *CALM.* *WHATEVER* YOU DO, *DON'T* --

MOVE!

RRUNK

AAHHH!

Weight's SHIFTED -- the whole copter's TIPPING!

GOTCHA!

HANG ON! YOU'RE GOING TO BE MY FIRST PASSENGER!

GEORGE, CALL 911 -- AND SEE WHAT YOU CAN DO FOR OUR FRIEND HERE!

MEANWHILE, SEVERAL BLOCKS OVER..

I JUST THINK WE SHOULD WAIT UNTIL --

NNGH.

UNGHN!

NURSE!

NURSE!

SOMEBODY --

--HELP!

The fire's KICKING UP -- ENGULFING the helicopter --

-- and the HIGH WINDS are FEEDING IT!

Have to get these guys out of here FAST!

EITHER OF YOU GUYS KNOW CPR?

I... I DO...

GOOD.

HE'S NOT BREATHING!

HE'S NOT BREATHING! OXYGEN!

LET'S GET THOSE MONITORS ON HIM!

I WISH they'd evacuate the STREETS faster!

That webbing isn't going to last FOREVER and this wind is RELENTLESS!

FOURTH FLOOR! HOUSEWARES, HARDWARE, LADIES' LINGERIE --

HEY, GEORGE --

-- WHAT'S GOIN' ON?!

HE'S IN CARDIAC ARREST!

THE EMERGENCY CREWS ARE ON THEIR WAY, BUT UNTIL THEN...

HE'S IN CARDIAC ARREST, PEOPLE --

-- LET'S GET HIM BACK!

A FIST of WIND SLAMS into the building --

-- and I know before I even feel the TREMOR that the COPTER'S LET GO!

PREDICTABLE

Webbing's HOLDING --

-- but the KID --

This is DO-ABLE.

Just got to get EVEN with him.

PLEASE PLEASE PLEASE let me get EVEN with him. Come on -- faster!

AAH

WE'VE GOT A BEAT, DOCTOR...

COME ON COME ON...

-- I THINK I'VE GOT A PULSE!

HEY --

COME ON COME ON...

THWIP

THWIP

COME ON, COME ON...

THE PARAMEDICS ARE HERE, BUT --

-- YOU DID IT, GEORGE! YOU DID IT!

NICE JOB, GEORGE.

HE'S GOING TO BE ALL RIGHT.

-- CLOSE!

This is gonna be cuttin' it --

HSSH

AAAH

SOMETIME LATER...

SO, GEORGE --

-- CAN I DROP YOU ANYWHERE...?

NOOO -- I THINK I'LL GIVE THAT A MISS.

THIS HAS BEEN A PRETTY EXCITING -- AND SOBERING -- EXPERIENCE, SPIDER-MAN. I FOUND OUT THAT MAYBE I'M NOT AS WORTHLESS AS I THOUGHT. THANKS.

THAT'S IT, GEORGE -- YOU DA MAN!

NO, NO, SPIDEY --

-- YOU DA MAN!

MEANWHILE, AT THE RENAULT DIAMOND EXCHANGE...

-- COMES OUTTA NOWHERE, AND HE'S POINTING THESE GLOVES AT US, HITTING US WITH SOME SERIOUS VIBRATIONS --

-- HE KNOCKED THE WHOLE TRUCK OVER!

MM. GREAT.

HEY, KULION --

-- IS HERMAN SCHULTZ STILL IN SLAM..?

'CAUSE THIS ONE'S GOT SHOCKER WRITTEN ALL OVER IT!

Mrs. PARKER..?

YES?

COULD YOU STEP OUT HERE INTO THE HALL-WAY FOR A MOMENT..?

I WANTED TO ***INTRODUCE*** YOU TO ONE OF THE ***SPECIALISTS*** WE'VE BROUGHT IN TO LOOK OVER YOUR HUSBAND'S CASE.

THIS IS ***Dr. CURT CONNORS.***

HELLO, Mrs. PARKER -- I'M SORRY TO HEAR ABOUT PETER'S ***CONDITION.*** YOUR HUSBAND'S AN OLD... ***FRIEND...*** OF MINE.

I ***ASSURE*** YOU, I'LL DO ***EVERYTHING*** I CAN TO FIND OUT WHAT'S ***WRONG WITH HIM.***

MARVEL® COMICS

SPIDER-MAN®

AUG '96 414

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

FROM DARKNESS STRIKES--

DELILAH!

Stan Lee Presents
A Most Offbeat Tale
Starring:
THE AMAZING SPIDER-MAN

Deadly is Delilah!

I WANT ALL THE Little Boys IN THE AUDIENCE TO GATHER THEIR PLAYTHINGS --

-- AND GO HOME TO THEIR Mothers!

DELILAH ONLY PERFORMS FOR *MEN.* Real Men!

I FEEL IT'S ONLY FAIR TO WARN YOU THAT I AM Not YOUR TYPICAL SONGSTRESS!

I HAVE NEVER Sung IN FRONT OF A LIVE AUDIENCE BEFORE TONIGHT, BUT THIS IS A Very SPECIAL OCCASION!

I AM HERE TO HONOR A MOST Unique INDIVIDUAL! HIS NAME IS Don Vito Torrancio--

-- AND THIS IS THE Last Day OF HIS LIFE!

GAKK

YOU GOTTA BE *CRAZY*, LADY!

Y-YA *ACED* THE DON --!

I CERTAINLY Hope SO...

I WENT TO CONSIDERABLE Effort AND Expense TO FULFILL THIS PARTICULAR CONTRACT.

-- AND I WOULD BE SOOO DISAPPOINTED IF IT HAD ALL BEEN IN VAIN!

THANK YOU FOR NOT BLEEDING ON THE Dress, GENTLEMEN.

I TRUST ALL WENT *WELL.*

OF COURSE!

THAT'S WHY YOU CONTINUE TO HIRE ME!

YOU HAVE SAVED MY EMPLOYER THE COST OF A NEW ONE!

I HAVE ANOTHER ASSIGNMENT.

SOMETHING A LITTLE... *DIFFERENT!*

OOOO!

I LOVE A CHALLENGE!

HE'S Cute!

HOW SOON DO YOU WANT HIM Dead?!

Though I still call myself BEN REILLY, my real name is PETER PARKER!

For the past five years, believing that HE was ME, the man in the bed has been using my NAME, living MY LIFE!

A few months ago we both learned that Pete was actually my CLONE!

CLONE! Such a cold, lifeless word for someone who's come to mean so much to me!

Pete and I are CLOSER, more in synch than any TWINS!

Though he may have been born in a test tube, he is my BROTHER!

My ONLY brother!

And he's DYING!

PLEASE LEVEL WITH ME, Dr. CONNORS.

WHAT ARE MY HUSBAND'S ***CHANCES?***

YOU SHOULD TRY TO ***RELAX,*** Mrs. PARKER.

YOU OWE IT TO THE ***BABY*** YOU'RE CARRYING!

YOU HAVEN'T ***ANSWERED*** MY QUESTION, DOCTOR.

PETER'S CONDITION IS QUITE ***PUZZLING,*** Mrs. PARKER.

WE CAN'T SEEM TO ARREST HIS ***DOWNWARD SPIRAL.***

YOU MUSTN'T GIVE UP ***HOPE!*** WE'LL DO ***EVERYTHING*** WE CAN TO SAVE HIM.

WILL THAT BE ***ENOUGH?***

I... HAVE NO GUARANTEES.

MARY JANE, DO YOU THINK WE SHOULD TELL THE DOCTORS...

... THAT PETE'S A CLONE?

WHAT GOOD WOULD IT DO?

THEY CAN'T STOP ***CLONE DEGENERATION*** --

-- ***IF THAT'S*** WHAT PETER HAS --

-- AND HE'D ONLY BECOME A SCIENTIFIC CURIOSITY IN THEIR EYES!

I'VE NEVER BEEN SO FRIGHTENED, BEN! ***VENOM, CARNAGE, CARRION,*** AND ***DOCTOR OCTOPUS*** -- ALL THOSE MONSTERS MY HUSBAND FOUGHT WHILE HE WAS ***SPIDER-MAN*** AND NONE WERE AS TERRIFYING AS THIS DISEASE... *WHATEVER IT IS!*

YOU HAVE TO HAVE ***FAITH*** IN OUR BOY, MJ! HE'LL FIND A WAY TO ***BEAT*** THIS THING!

I... ER... GOTTA GO!

BUT I'LL BE BACK!

AND I'LL BE HERE!

MARY JANE --!

ANY CHANGE IN PETER'S CONDITION?

AFRAID NOT.

HE ***ALWAYS*** DOES!

Nice words!

Too bad neither of us buys them!

YOU MUSTN'T BE DISCOURAGED. THESE THINGS TAKE TIME.

BY THE WAY, HAS ***JONAH*** BEEN IN FOR A VISIT?

HE SEEMS TO HAVE TURNED UP ***MISSING,*** AND I ASSUMED HE WAS HERE!

If I know J. JONAH JAMESON, the tightwad publisher of the DAILY BUGLE, he's probably meeting with his group insurance carrier --

-- trying to find some loophole so that they can weasel out of Pete's MEDICAL BILLS!

Missing --?!

Peter rejoined the Bugle staff only a week or so before he was stricken.

He'll be in hock the rest of his life if he doesn't have sufficient medical coverage.

HOO-BOY! If the super-villains don't get you, the bill collectors will!

Speaking of bills, I'd better hustle off to WORK... so that I can pay MINE!

I usually do my best thinking while bounding across the rooftops.

I may be the REAL Peter Parker --

-- but Pete's the one with the real LIFE and the most REASONS for living!

If only there were a way I could take his place --!

No such luck today!

My mind keeps DRIFTING back to Mary Jane, the baby and Peter!

I've never felt so UTTERLY HELPLESS before!

WAARRWAARR

POLICE SIRENS! A little spider-action is just what the doctor ordered!

At least I can help SOMEONE today!

UH-OH! Looks like even THAT was too much to hope for!

I'M OFFICER HOCKNEY, SIR! COULD YOU PLEASE TELL US WHAT HAPPENED HERE?

ISN'T IT OBVIOUS, HOCKNEY?

I WAS ROBBED!

BY A COSTUMED MADMAN WHO USED THESE RIDICULOUS RINGS AGAINST ME!

RINGS--?!

THAT M.O. SOUNDS LIKE THE RINGER...

BUT HE'S SUPPOSED TO BE DEAD!

I ASSURE YOU GENTLEMEN, THIS MAN WAS QUITE ALIVE!

THE RINGER --?!

I can just add him to the SHOCKER, WILL O' THE WISP and DRAGON MAN!

I know it's gotta be my imagination, but it suddenly seems like someone called a REUNION of every old baddie Pete or I ever faced! SHEESH. The way my luck's been running, it's only a matter of time before GRIZZLY resurfaces!

Beating the cross town traffic in my own unique style, I soon arrive at WORK --

-- to the accompaniment of a shattered COFFEE POT!

WANT ME TO MOP THAT SPILL, SHIRLEY?

NO THANKS, BEN!

IN CASE YOU HAVEN'T *NOTICED*, I'M QUITE CAPABLE OF HANDLING THINGS ON MY *OWN!*

I DON'T NEED HELP FROM *YOU*... OR *ANYONE ELSE!*

Uh...

SURE.

WHATEVER YOU SAY!

DON'T TAKE IT PERSONAL, REILLY. THE LADY ISN'T HERSELF TODAY.

YOU'RE NOT THE CAUSE OF HER IRE. JUST THE RECIPIENT!

WHAT'S BOTHERING HER, BUZZ?

I DON'T FEEL IT'S MY PLACE TO SAY!

ALL RIGHT, I WON'T PRY --

-- BUT LET ME KNOW IF THERE'S *ANYTHING* I CAN DO!

YOU CAN *START* BY DRAWING ME A VANILLA LATTE!

TOPPED WITH CINNAMON!

LOOK WHO'S HERE... *DESIREE* AND THE USUAL SUSPECTS!

WE WERE PASSING BY, AND I THOUGHT I'D LOOK IN ON MY FAVORITE CAFFEINE JOCKEY!

I'M REAL GLAD TO SEE YOU, DESIREE!

YOU AND EVERY OTHER *MALE* IN THE NEIGH-BORHOOD!

SORRY I HAD TO DUCK OUT ON YOU THE OTHER DAY! YOU HEAR ANY NEWS ABOUT *JESSICA?*

I'VE TRIED CALLING, BUT HER PHONE'S DISCONNECTED!

IN SENSATIONAL SPIDER-MAN #6
– Apologetic Ralf

JESSICA?! PERFECTION STANDS BEFORE YOU, AND YOU ASK ABOUT HER?!

ALL I KNOW IS THAT SHE DROPPED OUT OF CENTENNIAL UNIVERSITY AND VANISHED!

DESIREE -- WAIT!

FORGET IT, Mr. REILLY! DESIREE WINTHROP IS NO MAN'S SECOND CHOICE!

HOO-BOY! The hits just keep on coming!

Desiree will never understand my interest in JESSICA!

She's another lost soul I couldn't help!

Another FAILURE in an un-ending line!

SORRY I WAS SO SHORT WITH YOU, BEN!

I'VE BEEN A LITTLE *TENSE* LATELY...

WANT TO TALK ABOUT IT, SHIRL?

MY EX-HUSBAND IS SUDDENLY MAKING NOISES ABOUT SPENDING MORE TIME WITH OUR SON!

GARON IS *BAD NEWS!* HE'S *DANGEROUS...* AND *UNDEPENDABLE!*

PLUS HE HAS A TENDENCY TO DISAPPEAR WHEN YOU NEED HIM MOST!

I'M AFRAID HE MAY BE INVOLVING DEVON IN SOMETHING ILLICIT!

YOUR *EX* SOUNDS LIKE A PRETTY UNSAVORY CHARACTER!

WHERE'S THEIR NEXT MEETING?

Shirley gives me the details, and a few hours later --

-- after I finish my shift --

-- I find myself headed toward New York's CENTRAL PARK!

Though we wall-crawlers prefer skyscrapers to trees, I'm soon swinging through the greenery like a modern day TARZAN!

On the plus side... my SPIDER-SENSE warns me which branches to avoid!

On the negative... I don't even LIKE Devon!

The kid's a total WACK JOB!

A mean-spirited, sarcastic PUNK!

But I OWE his mother!

She took me in, offered me a job when I was desperate!

SO... Uh... HOW YOU DOING IN SCHOOL?

LIKE YOU REALLY CARE!

YOU'RE ONLY SPENDING TIME WITH ME BECAUSE IT BURNS ***MOM!***

WHAT'S YOUR SCAM, DAD?

YEAH... *RIIIGHT!*

LIKE YOU'VE BEEN ***SOOO*** HELPFUL OVER THE YEARS!

IT'S WHAT YOUR MOTHER WANTED!

WHY'D YOU SUDDENLY START SNIFFING AROUND?

YOU GOT ME WRONG, SON!

I HEARD ABOUT YOUR MOTHER GOING INTO DEBT TO REBUILD THE COFFEE SHOP AND FIGURED I COULD HELP!

Not exactly WARD and the BEAVER!

Heck, these two would have to stretch for AL and BUD BUNDY!

LISTEN UP, KID... I KNOW YOUR MOM DOESN'T APPROVE OF MY LIFESTYLE, BUT YOU'RE STILL MY SON!

I'm starting to think these two need a little privacy --

PUSH

-- when I suddenly get an uncomfortable FEELING about the lady with the baby carriage!

WHAT THE --?!

RIGHT! ***RIGHT!*** AND I SUPPOSE YOU THINK YOU CAN JUST STEP BACK INTO MY LIFE, AND -- ***HEY!***

HIT THE GROUND!

NOW!

W-WHAT'S WRONG?!

THIS LITTLE BUNDLE OF JOY --!

IT'S ABOUT TO MAKE A NASTY!

AND, TRUST ME, YOU DON'T WANT TO BE NEAR WHEN IT DOES!

KA-BOOM

S-SOMEBODY'S GOT YOU TARGETED, DAD!

IF IT HADN'T BEEN FOR SPIDER-MAN--!

YOU BEST HEAD HOME, KID!

I GOT BUSINESS TO ATTEND!

WHEW! THAT CERTAINLY ADDED SPICE TO THE DAY!

HEY! WHERE'S YOUR... Uh... THAT MAN WHO WAS WITH YOU?!

HE TORE AFTER THAT WITCH WHO TRIED TO CAP HIM!

YOU GOTTA HELP HIM!

YOU JUST GOTTA!

YEP!

IT'S WHAT I DO!

Shirley had said Garon was DANGEROUS!

Something tells me I should have asked for a clarification!

Looks like the party's moved underground!

Suits me!

I won't have to worry about innocent bystanders!

MEAN-WHILE...

DAILY BUGLE

JONAH! JONAH! ARE YOU THERE --?!

ANSWER IF YOU CAN!

YOUR OFFICE SEEMS TO HAVE BEEN LOCKED FROM THE INSIDE!

YOU COULD BE HURT, OR --

-- IT'S EMPTY!

THIS PLACE HAS BEEN RANSACKED, BUT THERE'S NO SIGN OF JONAH JAMESON! NO WONDER HE NEVER MADE IT TO SEE PETER AT THE HOSPITAL!

WHERE IS HE?!

* AS SEEN IN SENSATIONAL SPIDER-MAN #7 – Ransackin' Ralf.

YOU WANTED MY ATTENTION, LADY --

-- YOU GOT IT!

SHOW YOURSELF!

LET'S GET IT OVER WITH!

WE'RE BOTH *PROFESSIONALS!* THERE'S NO NEED TO WASTE TIME, OR --

WHOA!

EASE OFF THE *TRIGGER,* CHARLIE!

IT'S ONLY YOUR FRIENDLY, NEIGHBORHOOD *WEB-SWINGER!*

THANKS FOR THE EARLIER *ASSIST,* WEBS, BUT YOU CAN *GO* NOW!

I GOT THE SITUATION *WIRED!*

Friendly chap!

" -- But the neighbors are NOT!"

HEYYY, SPIDER-GUY! MAYBE I SHOULDN'T HAVE USED MULTI-SYLLABIC WORDS...

BEAT IT, BUG!

I wonder how a sweetheart like Shirley ever linked up with this creep!

Guess it's like AUNT MAY used to say, "Love may be BLIND --

I DON'T NEED *YOU!*

Oooo!

ARE YOU TWO FIGHTING OVER LITTLE Me?

I USUALLY LOVE IT WHEN Males VIE FOR MY AFFECTIONS -- -- BUT YOU'RE SQUABBLING LIKE Little Boys!

DELILAH ONLY PLAYS WITH Men!

LET'S SEE IF EITHER OF YOU ARE Worth MY TIME...

EFFORT...

OR Passion!

TEAR GAS!

AW, MAN! I really hate tear gas!

Not only does it inhibit my breathing, but it clings to the costume!

I'm going to have to do LAUNDRY later --

-- IF I survive!

I LIKE A MAN WHO'S Strong AND Agile, SPIDER-MAN --

-- BUT YOU REACT A BIT TOO Quickly FOR MY TASTES!

PWOOM PWOOM PWOOM

DON'T LET MY SPIDER-LIKE REFLEXES FOOL YOU, PRETTY LADY --

-- I CAN EASILY SLOW THE TEMPO FOR THE RIGHT OCCASION!

}COUGH{ TH-THIS AIN'T A *SINGLES BAR*, WEBS! STOP CHATTING UP THAT BABE, AND }CHOKE{ MAKE LIKE A *HERO!*

I COULD HAVE ACED HER --

-- IF YOU HADN'T INTERFERED!

DO US BOTH A ***FAVOR***, MISTER --

-- AND SHUT UP!

I may have to SAVE this slime bag --

-- but nobody said I had to be COURTEOUS!

Using my spider-sense to guide me, I swiftly zig-zag through Delilah's maze of deadly weaponry...

D-DAD --?

S-SPIDER-MAN --?

W-WHERE ARE YOU GUYS?

IS ANYBODY THERE?!

YAHOO! we made it!

Just goes to show what you can accomplish when your heart is PURE --

-- And your lungs are free of harmful TARS and NICOTINE!

L-LEGGO'A ME, YOU COSTUMED SHOWOFF!

I AIN'T LEAVING UNTIL I'VE GOTTEN DOWN WITH DELILAH!

THAT MAKES *TWO* OF US, PAL!

Uh, WEBS...

...LOOKS LIKE WE GOT...

...ANOTHER PROBLEM!

INDEED YOU Mr. DO, LEWIS!

I ASSUME THIS Handsome LAD IS YOUR SON.

HE COULD GROW UP TO BE A REAL Heart Breaker -- IF YOU'RE WILLING TO *DEAL!*

WHAT DO YOU *WANT*, DELILAH?

My Freedom!

THIS ASSIGNMENT HAS BEEN FRAUGHT WITH UNEXPECTED *COMPLICATIONS* -- -- AND I'D PREFER A Graceful *EXIT!*

I EXPECTED NO LESS! MY EMPLOYER'S NAME IS... HAMMERHEAD!

IT'S YOURS... BUT IF... AND *ONLY IF*... YOU GIVE ME A *NAME!*

WHO COMMISSIONED THIS HIT?!

YOU'RE *NEGOTIATING* WITH YOUR SON'S LIFE AT STAKE?!

COLD!

HAMMERHEAD!

I'd heard he was trying to fill the vacuum left after the fall of the KINGPIN --

-- But how does GARON LEWIS fit into this puzzle?!

*FOR DETAILS, SEE **SPIDER-MAN #70** -KING RALF

I'M PLEASED WE COULD REACH AN ACCOMMODATION, Mr. LEWIS.

Ta-Ta!

DEVON--!

I spring upward INSTINCTIVELY, my body moving long before my mind catches up to it!

Though I failed JESSICA --

-- and can't save PETE --

-- DEVON is going to live!

SURRK

I'M Surrre WE'LL MEET AGAIN!

Oh, I ALMOST FORGOT... YOUR Son!

YUUUUU!

HE'S GOING TO LIVE!

I-IS HE --?!

HE'LL BE FINE!

With no regard for his fancy suit, Garon Lewis rushes forward!

Lucky for him, Devon manages to hold his lunch --

ALTHOUGH I'D STEP BACK UNTIL HIS STOMACH STABILIZES!

--But my TEMPER isn't as easily restrained!

YOUR SON COULD HAVE BEEN ***KILLED***, SLIMEBAG!

WHAT'S YOUR RELATIONSHIP WITH ***HAMMERHEAD***? WHY DID HE HIRE ***DELILAH*** TO CAP YOU?!

TALK TO ME, MAN! WHAT'S YOUR ***STORY***?

WHO ARE YOU?!

I'M ASSIGNED TO TASK FORCE SEVEN, A SPECIAL UNIT DEVOTED TO ORGANIZED CRIME.

B-BUT I THOUGHT -- !

YOU SAW A BLACK MAN WITH A FAT WALLET AND SPLASHY CLOTHES!

I KNOW EXACTLY ***WHAT*** YOU THOUGHT, WEB-MAN!

I...

I'M SORRY!

KEEP YOUR APOLOGY.

I JUST WANT TO GET OUT OF THIS SEWER BEFORE MY SUIT IS *COMPLETELY* RUINED!

SORRY YOU HAD TO GET INVOLVED, KID! YOUR MAMA WAS ALWAYS AFRAID YOU'D BE ENDANGERED BY MY WORK!

GUESS THAT'S WHY SHE WENT BACK TO HER MAIDEN NAME AFTER WE DIVORCED!

I DON'T CARE, DAD! I'M COOL WITH THE RISK AS LONG AS WE'RE TOGETHER!

DELILAH ALREADY MENTIONED MY NAME, BUT I'M ***GARON LEWIS***...

DETECTIVE GARON LEWIS...!

YEAH... WELL... I'VE GOT TO REPORT THIS INCIDENT!

I'LL CALL YOU SOON!

REAL SOON!

I used to think of Devon as NASTY and MEAN-SPIRITED!

It never occurred to me that his sarcasm was only a SHIELD!

A protective cocoon to keep away the pain...

...and the loneliness!

He kind of reminds me of someone I once knew!

All he needs are the glasses --

-- And the science books!

WHAT'S THE WORD, DEVON?

YOU LOOK LIKE YOU COULD USE A FRIEND!

GET REAL, REILLY!

I DON'T NEED TO HANG WITH NO WHITEBREAD WASTE!

MAYBE YOU SHOULD GIVE IT A TRY!

YOU COULD DO WORSE!

DOUBT IT!

OOOOO! I HOPE I HAVEN'T KEPT YOU WAITING!

NOT AT ALL, MY DEAR! I TRUST THE ASSIGNMENT WENT *WELL*.

A FEW SNAGS. NOTHING I COULDN'T Handle.

SNAGS--?!

WHAT ABOUT DETECTIVE LEWIS?

HE TOOK THE Bait AS PLANNED!

YOU SHOULD HAVE Seen HIS FACE WHEN I GAVE UP *HAMMERHEAD*.

EXCELLENT! LEWIS IS A PITBULL!

HE WILL SURELY *COMPLICATE* HAMMERHEAD'S STRUGGLE TO CONTROL THE UNDERWORLD!

Spider-Man JOINED THE PARTY RATHER UNEXPECTEDLY!

I COULD HAVE EASILY ELIMINATED HIM, BUT YOU AND I NEVER DISCUSSED A PRICE!

I HAVE NO DOUBT WE CAN ARRIVE AT AN APPROPRIATE FIGURE!

THE ROSE IS PLEASED!

VERY PLEASED!

MARVEL COMICS

SPIDER-MAN

AUG '96 71

SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

Matters of Life and Death!

A BASEMENT SOMEWHERE IN NEW YORK CITY.

WHEN I WAS A YOUNG BOY IT WAS MY JOB TO WATCH OVER THE FAMILY SHEEP HERD AT NIGHT.

SITTING ALONE IN THE FIELD, WITH ONLY THE BLEATING SHEEP FOR COMPANY, I WOULD STARE INTO THE STAR-FILLED SKY AND DREAM OF ALL THAT I WOULD DO WHEN I GREW UP, AND WAS FAR AWAY FROM THE FIELD.

ONE NIGHT, A METEOR SHOWER FILLED THE SKY WITH A WONDROUS DISPLAY OF SHOOTING STARS.

I SPENT THAT NIGHT COUNTING STREAKS OF MAGICAL LIGHT AND WISHING, WISHING I COULD BE ANYWHERE BUT IN THAT FIELD.

ON THAT NIGHT THE WOLVES CAME AND WE LOST MANY SHEEP.

WHEN I FACED MY FATHER THE NEXT MORNING, THE TASTE OF FEAR BURNING THE BACK OF MY THROAT...

... ALL HE COULD SAY WAS: *"SON, YOU HAVE DISAPPOINTED ME."*

ON THAT DAY, GENTLEMEN, I FIRST LEARNED THE MEANING OF FEAR AND TRUE PAIN.

TODAY, GENTLEMEN...

...YOU HAVE DISAPPOINTED ME.

YOU ARE THE CAPTAINS OF THE CREWS WHO HAVE FAILED TO ELIMINATE THE THORN IN MY SIDE WHO CALLS HIMSELF ***HAMMERHEAD...***

...AND WHO FAILED TO BRING BACK TO US ***JIMMY SIX.*** ONE OF OUR OWN. ONE WHO WOULD BETRAY US.

YOU UNDERSTAND THE NEED FOR THIS PUNISHMENT... DO YOU NOT?

YES, ***FORTUNATO.***

GOOD.

LET IT BE DONE AND WE WILL PUT THIS INCIDENT BEHIND US.

RRRRRP

YOUR WHELPS ARE PLAYFUL TODAY, ***ANGEL.*** Heh?

LEAVE THEM IN THE PIT FOR FIVE MINUTES AND THEN HAVE THEM ATTENDED TO.

FIND THIS HAMMERHEAD AND FINISH THAT WHICH SHOULD HAVE BEEN FINISHED.

THEN FIND SIX AND BRING HIM TO ME. ***HE*** WOULD NOT HAVE FAILED ME IN THESE SIMPLE REQUESTS. PERHAPS HE CAN BE SALVAGED YET.

I AM TOLD PHOTOGRAPHS HAVE BEEN TAKEN WHICH COULD LINK OUR ORGANIZATION TO HAMMERHEAD. FIND THE PHOTOGRAPHS AND THOSE WHO TOOK THEM.

DO THESE THINGS NOW, GENTLEMEN. AND...

...DO *NOT* DISAPPOINT ME.

N.Y.U. MEDICAL CENTER.

PETER PARKER IS DYING.

HIS HEART RATE AND B.P. ARE ALL OVER THE PLACE.

LET'S GIVE HIM ANOTHER SHOT OF ADENASINE.

COME ON, PETER, HELP ME! I NEED YOU TO FIGHT!

The Promise

THE PAST SEVERAL DAYS HAVE BEEN A BLUR TO MARY JANE PARKER.

PETER PASSED OUT, WAS RUSHED TO THE HOSPITAL AND HAS BEEN WAGING A NON-STOP FIGHT FOR HIS LIFE EVER SINCE.

SINCE THE SHOCKING ENDING OF OUR LAST ISSUE – E.R.- Alf.

SHE HAD HOPED THAT WHEN HIS POWERS FADED, WHEN HE WAS NO LONGER SPIDER-MAN, SHE AND PETER WOULD BE ABLE TO FINALLY SETTLE DOWN AND ENJOY LIFE...

... ENJOY THEIR CHILD, WHOM SHE CAN NOW FEEL KICKING WITHIN HER WOMB.

BUT THOSE HOPES NOW SEEM SO DISTANT.

RIGHT NOW, ALL MARY JANE CAN HOPE FOR...

... IS THAT HER HUSBAND WILL LIVE THROUGH THE HOUR.

OKAY, EVERYONE, LET'S ALL PRAY THAT THIS WORKS... AGAIN.

BLOOD PRESSURE IS STABILIZING.

HEART RATE IS NORMAL.

DOCTOR CONNORS, HOW LONG CAN HE GO ON LIKE THIS? THE SEIZURES..? CAN'T YOU DO ANYTHING?

WE'VE GOT A FEW MORE EXPERIMENTAL AVENUES OF TREATMENT TO PURSUE. IF I JUST HAD MORE TIME...

THE TRUTH, DOCTOR... PLEASE?

I'M SORRY, MARY JANE...

"...I DON'T KNOW IF HE'LL MAKE IT THROUGH THE NIGHT."

A MOMENT LATER...

SORRY ABOUT THIS, KIDDO, BUT, YOU KNOW, I THINK I'M STARTING TO GET BETTER.

SO WHY DON'T YOU GO HOME AND GET SOME SLEEP. YOU LOOK EXHAUSTED... BEAUTIFUL AS EVER... BUT EXHAUSTED.

IF IT'S ALL THE SAME TO YOU, Mr. PARKER, I'M STAYING RIGHT HERE.

I'VE SEEN THE WAY THOSE NURSES HAVE BEEN OGLING YOU.

YEAH... LOOK AT ME... I'M A REGULAR BRAD PITT.

YOU ARE TO ME.

ANY WORD FROM BEN?

NOT YET, BUT I'M SURE HE'S ON HIS WAY.

WAKE ME WHEN HE GETS HERE. I'VE GOT SOMETHING IMPORTANT TO TALK TO HIM ABOUT.

YOU JUST GET SOME REST.

I'LL BE RIGHT HERE...

"...WHEN YOU WAKE."

BUT BEN REILLY, THE AMAZING SPIDER-MAN, IS MOMENTARILY OCCUPIED ON THE OTHER SIDE OF THE CITY.

WHAT DO WE HAVE HERE?

IF THAT ISN'T THE FREAKIEST THING I'VE EVER SEEN!

IT'S LIKE THIS THROUGH THE WHOLE TRAIN YARD?

YUP... AND THE MAINTENANCE BOYS DON'T KNOW WHERE TO BEGIN TO CLEAN IT UP.

GLUE? IT'S GOT TO BE A TON OF IT. ENOUGH TO FREEZE A MOVING LOCOMOTIVE ON ITS TRACKS -- AND ALLOW WHOEVER DID THIS TO GET AWAY WITH TEN MILLION DOLLARS IN CASH.

WHO KNEW THEY EVEN MOVED THAT MUCH CASH BY ***TRAIN*** ANYMORE?

SOMEONE DID.

CURIOUS. THIS HAS ALL THE MARKINGS OF THE ***TRAPSTER'S*** M.O.

HIM ON TOP OF THE ***RINGER*** AND THE ***SHOCKER***... *

...IT'S GOT ALL THE EARMARKS OF A NEW SUPER-VILLAIN GROUP FORMING.

WHAT'LL IT BE ***THIS*** TIME -- THE NEFARIOUS NINE? THE TERRIBLE TEN?

GUESS I'LL FIND OUT SOON ENOUGH, BUT FOR NOW...

"...I PROMISED MARY JANE I'D BE AT THE HOSPITAL AN HOUR AGO!"

* SEE ***SENSATIONAL*** #7 – AND ***AMAZING*** #414-Ralph.

BEEN WORKING BACK-TO-BACK SHIFTS FOR TWO DAYS STRAIGHT, AND I FEEL LIKE I'M GOING TO FALL DOWN.

CAN'T WAIT FOR THIS RESIDENCY TO BE DONE SO I CAN MOVE INTO MY UNCLE'S PRACTICE IN SCARSDALE.

NO MORE EMERGENCIES... NO MORE GUN SHOT TRAUMA...

...JUST A NICE QUIET PRACTICE, A SIX FIGURE INCOME, SEVEN WEEKS' VACATION IN HAWAII... THE GOOD LIFE.

AND I'D EVEN TRADE ALL *THAT* IN FOR EIGHT HOURS OF UNINTER-RUPTED SLEEP.

TIME TO WAKE UP, SLEEPIN' BEAUTY!

I'M HURT AND I NEED YOU TO STITCH ME UP --

Y-Y-YOU'RE H-HAMMERHEAD!

GOOD! I FOUND ME A DOC THAT READS THE PAPERS. SO, THEN WE UNDERSTAND EACH OTHER... RIGHT? I DON'T HAVE TO DESCRIBE TO YOU WHAT I'LL DO TO YOUR FACE IF YOU GIVE ME A HARD TIME, Heh?

R-RIGHT!

SEVERAL FLOORS ABOVE...

I *HATE* HOSPITALS.

THE SMELLS AND STERILITY OF IT ALL REMIND ME WAY TOO MUCH OF THE COUNTLESS LABORATORIES I'VE BEEN SPENDING TIME IN.

ME... Mr. SCIENCE WHIZ... AND I HATE THE SMELL OF LABS.

THAT'S WHAT LIVING FIVE YEARS OF YOUR LIFE BELIEVING THAT YOU'RE A CLONE WILL DO FOR YOU.

BUT THAT'S ALL BEHIND ME NOW. I'M THE REAL GUY... I'VE GOT MY LIFE BACK... AND ALL THAT MATTERS IS...

...PETER?

MJ? IS IT OKAY IF I...?

OF COURSE, BEN, WE'VE BEEN WAITING FOR YOU.

HOW'S MY FAVORITE *"COUSIN"* HOLDING UP?

TERRIFIC. THE ONLY THING THAT WOULD MAKE ME FEEL ANY BETTER IS IF MY VERY PREGNANT WIFE WOULD TAKE A BREAK FROM SITTING AT MY SIDE AND GET HERSELF SOMETHING TO EAT.

BUT, PETER --

MJ... PLEASE... DO IT FOR THE BABY IF NOT YOURSELF.

DO IT FOR ME.

BEN, I'VE GOT A FAVOR TO ASK OF YOU.

ANYTHING.

FORGIVE ME FOR BEING BLUNT, BUT I'VE HAD A LOT OF TIME TO THINK ABOUT THIS.

I'M DYING, BEN.

PETER, THERE'S GOT TO BE --

NO... THERE'S NOTHING MORE TO DO. THE DOCTORS ARE STUMPED. I DON'T KNOW IF IT IS SOME FORM OF CLONE DEGENERATION OR NOT, BUT THIS BODY IS ABOUT TO GIVE OUT.

A COUPLE OF MONTHS AGO, I PASSED ON THE MANTLE OF RESPONSIBILITY ALONG WITH THE WEB SHOOTERS, AND SINCE THEN YOU'VE PROVEN TO BE A BETTER SPIDER-MAN THAN I COULD EVER PRETEND TO BE.

NOW I NEED TO ASK YOU TO DO ONE THING FOR ME.

WHEN I DIE...

...PLEASE WATCH OVER MARY JANE AND THE BABY.

YOU DON'T EVEN HAVE TO ASK THAT. YOU'VE GOT MY WORD... MY PROMISE... ON IT.

THANKS.

I'M LOSING THE ONLY BROTHER I'VE EVER KNOWN.

A SHORT TIME LATER...

THANKS, DOC, I FEEL LIKE A MILLION BUCKS.

AND NOW I'M GONNA SLIP INTO SOMETHIN' HERE THAT'S GONNA ***KEEP*** ME FEELIN' THIS WAY... AND KEEP ALL YOUR NEAT STITCHES IN PLACE.

'CAUSE, WHETHER YOU KNOW IT OR NOT, THERE'S A WAR COMIN' TO THIS CITY.

I SHOULDA SEEN IT COMIN' DOWN AND PREPARED MYSELF BETTER, BUT NO ONE IS MUSCLIN' ME OUT OF THE PIECE OF KINGPIN'S TERRITORY I STAKED AFTER THE FAT MAN FELL.

THERE'S MORE TO ME THAN ANYONE KNOWS. I AIN'T JUST A STREET PUG. YOU'LL SEE, DOC... YOU'LL SEE.

AFTER I MAKE SURE THE COAST IS CLEAR I'M GOIN' TO BE ON MY WAY, SO, DOC...

...DON'T BOTHER GETTIN' UP.

WHO DO WE HAVE HERE?

THAT PAPER JOCKEY... ***URICH!***

HE WAS THERE WHEN THOSE MUTTS TRIED TO WHACK ME THE OTHER NIGHT.

PHONE

LAST ISSUE – Ralf.

HE'S A SMART GUY, THAT URICH. *REAL* SMART. MAYBE SMART ENOUGH TO KNOW A LITTLE *MORE* THAN EVEN I DO ABOUT WHO THE NEW BOSS IN TOWN IS.

I THINK URICH AND ME ARE GONNA HAVE TO HAVE A HEART-TO-HEART.

AT THAT MOMENT...

HOW'S HE DOING?

HE'S SLEEPING.

GOOD. HE'S GOING TO NEED ALL HIS STRENGTH TO FIGHT THIS THING.

MJ, I...

PLEASE... I'VE HEARD IT ALL FROM THE DOCTORS, BEN. BUT I KNOW HE'S GOING TO BEAT THIS THING.

YOU KNOW HIM, PROBABLY AS WELL AS I DO. PETER IS A FIGHTER.

I *NEED* YOU TO BELIEVE THAT WITH ME.

I DO... I DO.

I'M GOING TO GRAB A QUICK CUP OF COFFEE AND THEN I'LL BE RIGHT BACK.

WE'LL ALL SEE THIS THROUGH TOGETHER.

MEANWHILE, OUTSIDE THE NEW APARTMENT BUILDING OF BEN REILLY, WE FIND THE MAN KNOWN AS *JIMMY SIX*...

C'MON, KID, ANSWER THE FREAKIN' BELL... WILL YA?

BZZT

HOPE YOU DIDN'T SAVE MY LIFE JUST TO HAVE ME WHACKED ON YOUR DOOR-STEP!*

* SEE LAST ISSUE – Ralph.

THE HEAT IS ON ME BAD. FORTUNATO HAS GOT EVERYONE BEATIN' THE STREETS FOR ME.

AFTER YOU HAD ME PATCHED UP, YOU SAID I COULD CRASH WITH YOU IF I WANTED.

WELL, KID, IT LOOKS LIKE YOU'RE THE ONLY ONE I CAN TRUST THESE DAYS.

SO I'M TAKIN' YOU UP ON YOUR OFFER TILL THE HEAT BLOWS OVER.

GUESS YOU'RE GONNA HAVE A ROOMMATE FOR A COUPLE OF DAYS, KID.

THE MEDICAL CENTER.

EXIT

BEN? BEN URICH?

WHATEVER IT IS... I DIDN'T DO IT!

HEY, YOU'RE PARKER'S COUSIN, RIGHT? HOW'S PETER DOIN'? THEY WOULDN'T LET ME UP TO SEE HIM.

HE'S HOLDING ON, I GUESS, BUT...

BUT...?

YOU OKAY, KID? YOU LOOK KIND OF FLUSHED.

SAY GOODBYE TO THE KID, URICH, OR I'LL DROP YOU ***BOTH*** RIGHT HERE. YOU AND ME'VE GOT SOME BUSINESS TO TAKE CARE OF.

Er... SAY HELLO TO PETER FOR ME! GOT TO GO NOW!

I'LL GIVE YOU TWO SECONDS TO START SPILLIN' YOUR GUTS ABOUT EVERYTHING YOU SAW THE OTHER DAY.

AFTER THAT, I SHOOT OFF YOUR EAR.

I-- I DON'T KNOW WHAT YOU'RE TALKING ABOUT --!

WRONG ANSWER.

CLIK

WHAT THE --?

HAMMERHEAD! JUST THE MAN I'VE BEEN LOOKING FOR!

FLASH!

YOU AND I HAVE GOT TO HAVE A SERIOUS CHAT ABOUT A YOUNG LADY.

A LADY NAMED *DELILAH!*

SEE AMAZING SPIDER-MAN #414 – Ralph.

I JUST WANT TO KNOW WHAT I'VE DONE TO YOU LATELY THAT YOU SUDDENLY SENT SOMEONE LIKE DELILAH AFTER ME?

PUT THE GUN AWAY, HAMMERHEAD... YOU KNOW IT'S NOT GOING TO DO ANY GOOD AGAINST ME.

YOU'RE RIGHT ABOUT THE GUN, WEB-CRAWLER...

...SOME THINGS ***DO*** GET THROUGH THIS THICK SKULL OF MINE.

BUT AS FAR AS SENDING THIS *"DELILAH"* CHICK TO WHACK YOU...

...I'D NEVER SEND A DAME TO DO WHAT I COULD DO ***MYSELF!***

NICE JAMMIES. WHO'S YOUR TAILOR... ***DOCTOR DOOM?***

AN EGGHEAD BY THE NAME OF ***TINKERER*** DESIGNED IT FOR ME A WAYS BACK, BUT THE HUMAN TORCH FRIED IT REAL GOOD. *

HAD IT FIXED UP SINCE THEN, AND I'VE BEEN ITCHIN' TO TRY IT OUT... THANKS FOR OBLIGIN' ME!

I'D SAY IT WAS THE ***LEAST*** I COULD DO, BUT I WAS THINKING MAYBE I COULD ALSO DO...

* SEE **FANTASTIC FOUR** #233 – Ralph.

...THIS!

WHAM

WILL YOU LOOK AT THAT, LIONEL. THE POOR MAN SEEMS IN NEED OF SOME MEDICAL ATTENTION. HIS HEAD IS ALL FLAT.

"MEDICAL ATTENTION?" THAT THERE IS HAMMERHEAD!

YOU GO GET BACK UP... I'LL KEEP THE UGLY MONSTER AT BAY WITH A WHACK OF ME NIGHTSTICK!

I'LL GIVE HIS *HEAD* A RIGHT GOOD *HAMMERING!*

C'MERE, YOU MUGS! IT LOOKS LIKE I'M GOIN' TO NEED A TICKET OUT OF THIS JOINT...

...AND YOU TWO ARE *IT!*

SO QUIT YOUR SQUIRMING OR I'LL...

THWAP

...MPHLLGH!

I'M SORRY... WHAT WAS THAT?

YOU'LL "*MPHLLGH*" THEM?

IS THIS SOME STRANGE AND EXOTIC STREET LINGO OF WHICH I AM NOT "*HEP*" TO?

MPHLLG... I... SAID...

...YEOW!

SUNNUVA..! THAT TOOK OFF SOME ***SKIN***, YOU --

HEY! WHERE'D YOU GO?

RIGHT HERE!

SEE, I CAN SPIN A WEB ***ANY*** SIZE!

IT CATCHES CROOKS... JUST *LIKE FLIES*. HEY THERE... I AM THE --

Oh! YOU GET THE POINT! BUT, YOU KNOW, SOMEDAY I'VE GOT TO GET AROUND TO PUTTING THAT TO MUSIC.

ANYWAY, I THOUGHT WE MIGHT, WITH THE HELP OF A WEB-LINED ARENA, FINISH THIS UP ALL PRIVATE-LIKE.

BECAUSE I KNOW A FINE UPSTANDING MAN LIKE YOURSELF WOULDN'T WANT ANY INNOCENT BYSTANDERS TO BE ACCIDENTALLY HURT IN OUR LITTLE CONFRONTATION. WOULD YOU?

I HAVE *NO* IDEA WHAT YOU'RE YAPPIN' ABOUT, BUT...

...I *DO* KNOW I'M GONNA RIP THAT HEAD OF YOURS OFF YOUR SCRAWNY NECK AND SHOVE IT --

SCRAWNY!? NOW IS THAT KIND OF ***TALK*** CALLED FOR?

I'LL HAVE YOU KNOW I'VE BEEN WORKING OUT! BUT, ASIDE FROM THAT, DO YOU HEAR ME TAKING POT-SHOTS AT YOU?

YOU JUST KEEP TALKIN', WEB-SLINGER!

'CAUSE I GOT YOU RIGHT WHERE I WANT YOU.

UP CLOSE AND PERSONAL...

HAVE I ***ONCE*** MENTIONED THAT I'VE SEEN BETTER LOOKING HEADS ON ZITS?

NO. BECAUSE THAT WOULDN'T BE ***NICE!***

...WHERE I CAN DO THE MAXIMUM AMOUNT OF DAMAGE!

YOU EVER BEEN IN A STREET BRAWL BEFORE, SPIDEY?

YOU EVER FEEL YOUR RIBS CUTTIN' INTO YOUR LUNGS BEFORE?

KIND OF HURTS... DON'T IT?

AS A MATTER OF FACT, IT *DOES!*

BUT, WHAT I'M THINKING IS THAT THIS EXOSKELETON NEEDS SOME SORT OF *POWER* SOURCE.

AND THIS THINGY IN THE BACK SEEMS TO FIT THE BILL.

WAS I RIGHT?

FWOOM

YEAH... YOU WERE RIGHT. BUT I HAD A BACK-UP SYSTEM BUILT IN THIS TIME!

YOU SEE, THIS CITY IS BEIN' CARVED UP RIGHT UNDER YOUR NOSE, Mr. SUPER-HERO!

AND THERE AIN'T A ***THING*** A BOY SCOUT LIKE YOU CAN DO TO STOP IT.

BUT I PROMISE YOU THIS... WHEN IT'S OVER ***I'M*** STILL GOIN' TO BE STANDIN' AND THEN...

...***I SWEAR***...

... I'M COMIN' FOR ***YOU!!***

NOW ***YOU*** LISTEN! ***WHATEVER*** IT IS THAT'S GOING DOWN ON THE STREETS...

... I ***WILL*** STOP IT!

THAT'S ***MY*** PROMISE... AND YOU CAN ASK ***ANYONE***...

...I ***ALWAYS*** KEEP MY PROMISES!

WE'LL SEE, SPIDER-MAN... THE TIME IS COMIN' SOON ENOUGH... FOR US ***BOTH*** TO MAKE GOOD ON OUR WORDS.

PUT THE GUN AWAY! YOU'RE NOT GOING TO BE ABLE TO HIT ME!

TRUE ENOUGH, BUT...

...WHO SAID I WANTED TO?

NOT THE OXYGEN! IT'LL --

BKOOM

WONDERFUL! HE'S GONE AND I'VE GOT A COUPLE OF RIBS FLOATING AROUND NEAR MY COLLARBONE.

BUT AT LEAST NO ONE GOT HURT, AT LEAST --

CODE BLUE TO ROOM 314.

THAT'S PETER'S ROOM! HOSPITAL TALK FOR AN ***EMERGENCY.***

WHY ARE THEY ALL LEAVING? WHY...?

MARY JANE! I GOT HERE AS SOON AS I COULD! IS HE...?

BUT THEY CAN'T STOP WHAT'S HAPPENING TO MY HEART. IT'S SLOWING DOWN AND THEY DON'T KNOW WHY.

IT'S ALL GOING TO BE OKAY... I PROMISE.

BEN...

...REMEMBER.

IT'S ALL YOURS NOW.

MARY JANE...

I...

...LOVE...

...YOU...

MARVEL® COMICS

SPIDER-MAN

AUG '96 237

THE SPECTACULAR SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

HE'S COMING TO SPIDEY'S RESCUE...

...BUT WHO IS HE?!

BEEPEEEPEE

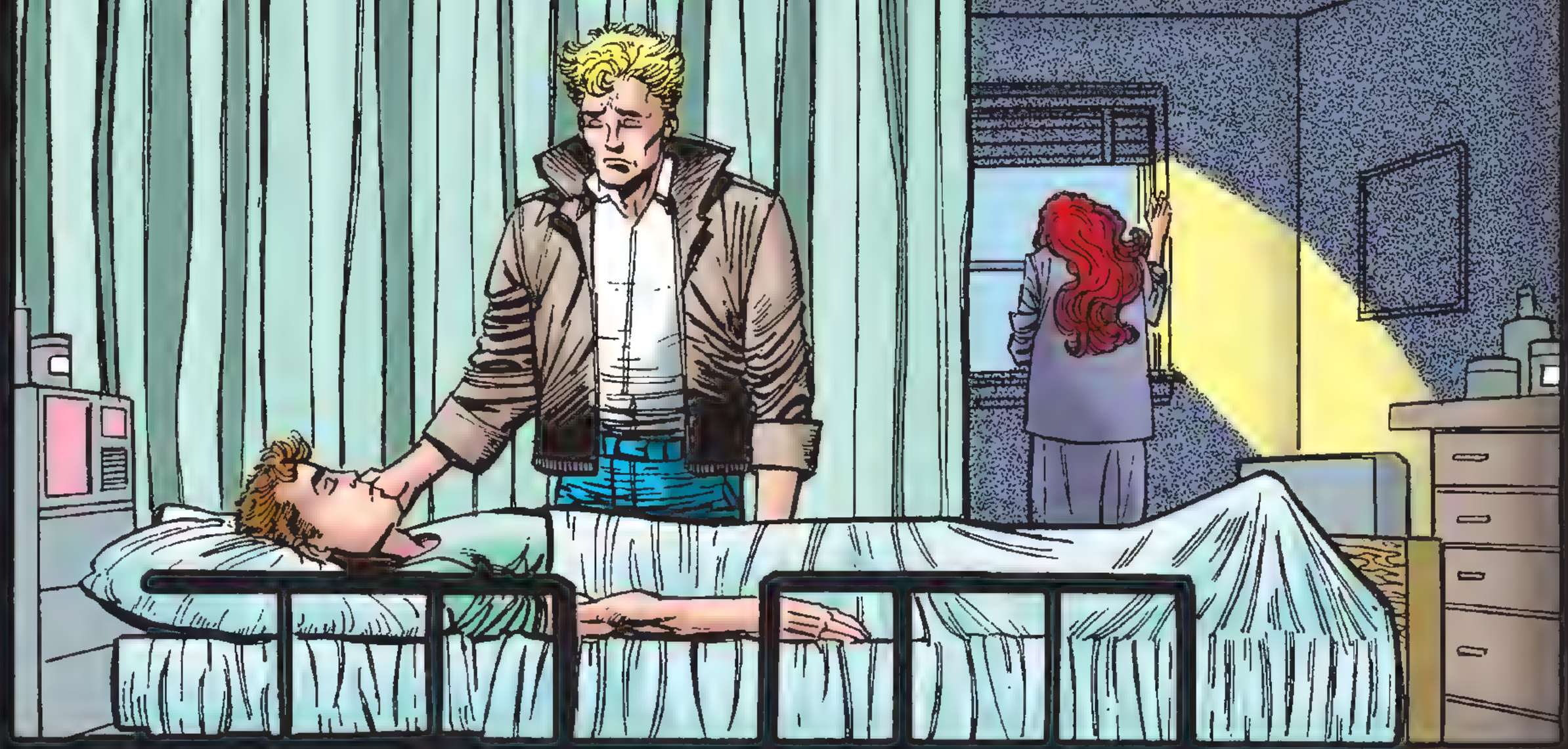
EEEEETK

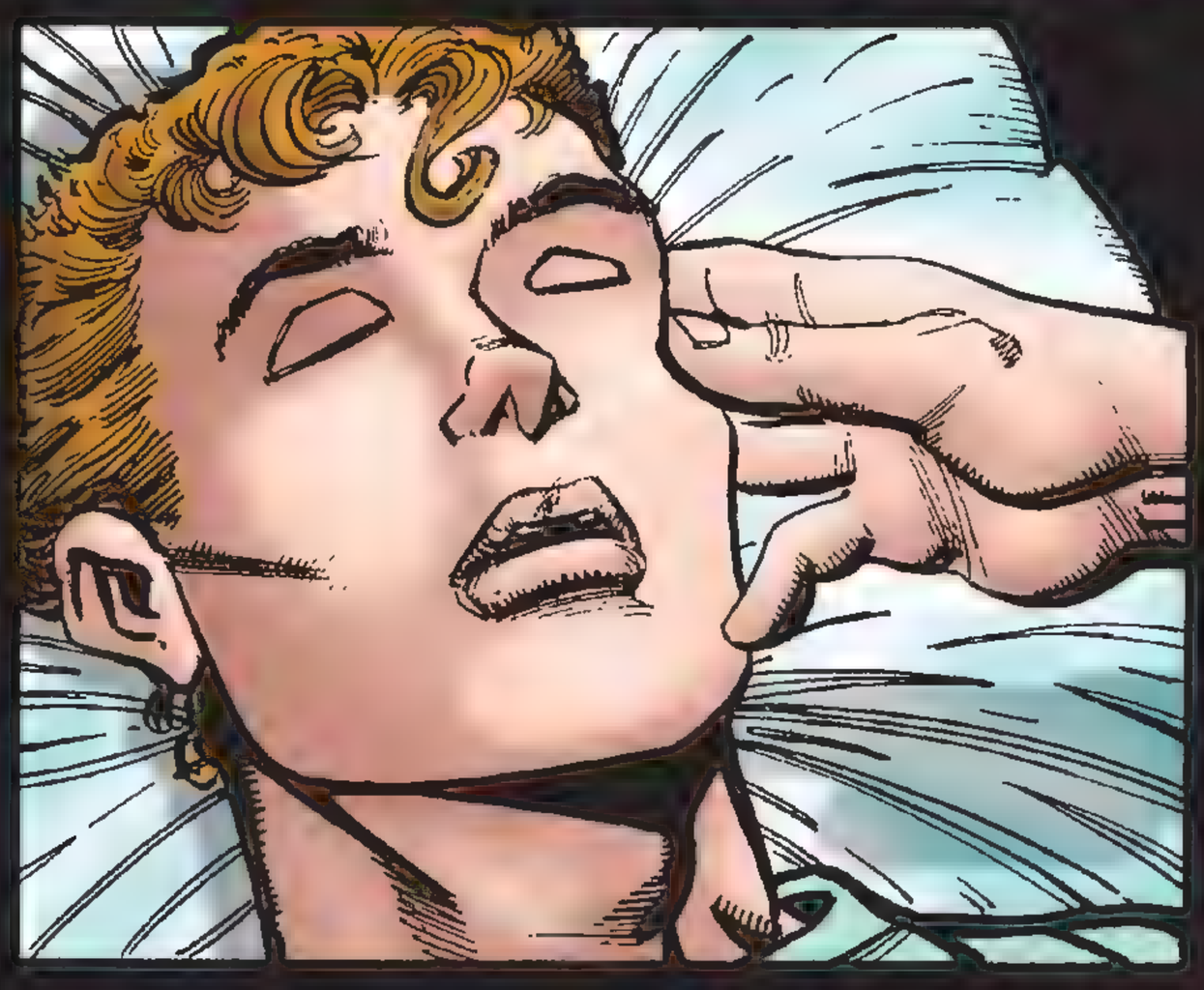
PETER PARKER IS DEAD...

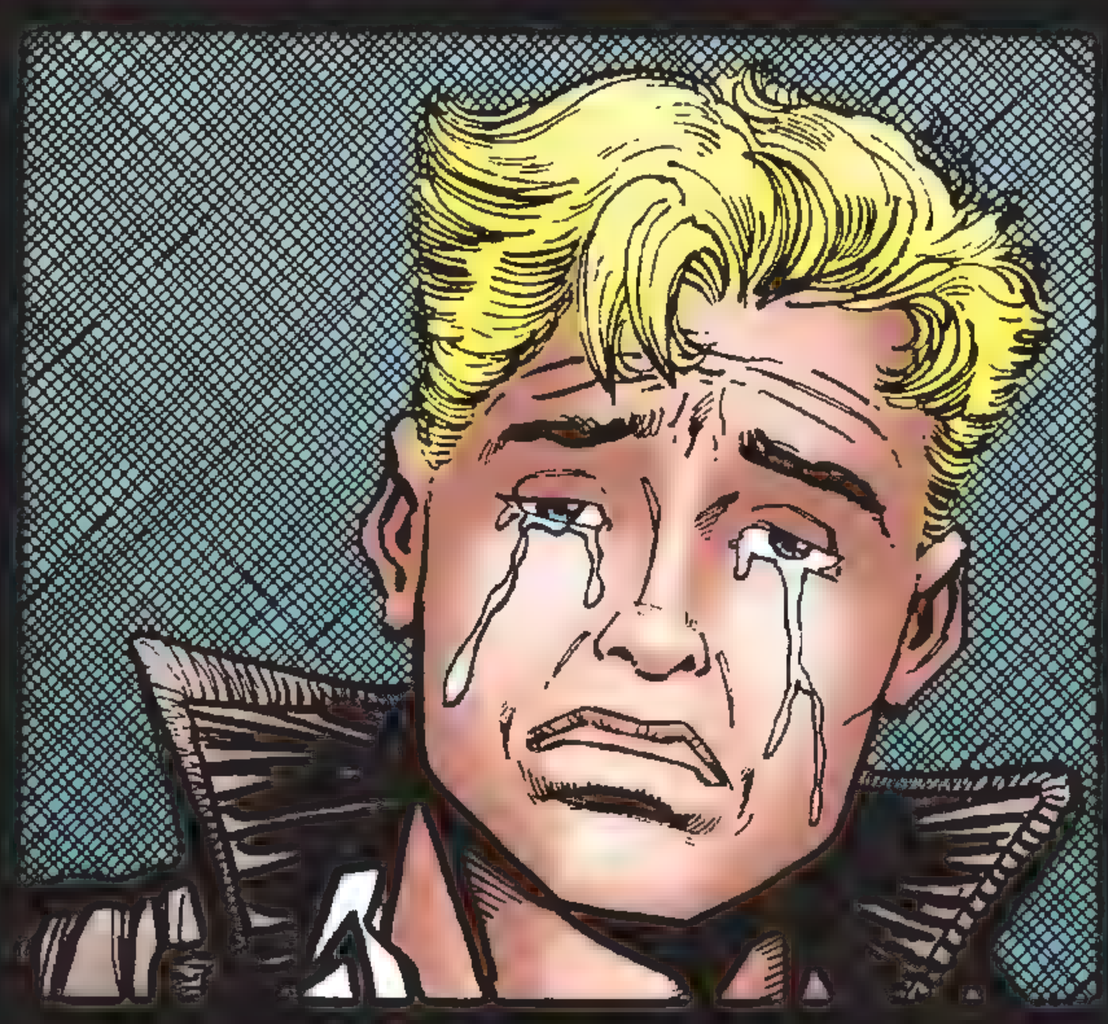
...LONG LIVE PETER PARKER.

STAN LEE Profoundly Presents: THE SPECTACULAR SPIDER-MAN in:

LITTLE DEATHS







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107

NNN --

NNGH!

HURK!

FAP

SKRIP

SKRIP

HUH.

W-WHAT'S --

WHAT'S --

UNGH!

THOOM

MUSCLES... SPASMING...

CAN'T CONTROL...

NO!

KRAK

WHOOM

DEAR LORD! WHAT WAS *THAT?!*

PETER?!

MY GOD --!

PETER?/?

HI...

...Um...

...ANYBODY GOT A *DUST-PAN..?*

WHAT A *MESS*...

THE *POLICE* ARE ON THEIR WAY. THEY SAID THAT WHILE THEY'RE HERE FILLING OUT REPORTS ON THE *BREAK-IN* --

-- WE CAN FILE A *MISSING PERSONS* SINCE IT'S BEEN MORE THAN *48 HOURS* SINCE ANYONE LAST SAW *JONAH...!*

THIS WAS MORE THAN JUST A *BREAK-IN*, GLORY-- THIS WAS *SEARCH-AND-DESTROY!*

-- I CAN'T SHAKE THIS FEELING THAT JONAH'S IN *TROUBLE* --

-- *REAL* TROUBLE.

AND THOUGH I KNOW I SHOULDN'T *TAMPER* WITH ANY OF THIS STUFF TILL THE *POLICE* GET HERE --

RAND/MEACHUM

AND ALSO THAT SOMETHING IN HERE MIGHT GIVE US A CLUE THAT THE COPS *WOULDN'T CATCH!*

HEY, Mr. ROBERTSON! THEY NEED YOU OUT IN THE *CITY ROOM!*

SOMETHING'S WRONG WITH THE *TELETYPE* --

"IT'S, LIKE, *ALL MESSED UP!*

ONSLAUGHTONSLAUGHTONSLAU
ONSLAUGHTONSLAUGHTONSLAU
ONSLAUGHTONSLAUGHTONSLAU
ONSLAUGHTONSLAUGHTONSLAU
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WHAT THE HECK IS *ONSLAUGHT?!*

FROM THE JOURNAL OF *DR.CURT CONNORS*--

FASCINATING...

I HAD RETURNED TO NEW YORK ON A *MISSION* OF *MEDICINE* COMING BACK TO OFFER MY ASSISTANCE TO PETER OUT OF *FRIENDSHIP* AND *CONCERN.*

HAVING BEEN AWAY FROM THE CITY FOR SEVERAL YEARS, I HAD EXPECTED -- *HOPED* -- FOR A CHANGE...

...POSSIBLY FOR THE *BETTER*; CLEANER AND FRIENDLIER, BUT I WAS DELUDED.

IT'S A CHARNEL HOUSE OF FILTH AND DECAY... A HORRIFYING EXAMPLE OF URBAN EFFLUENCE. IT HAS BECOME A MICROCOSM FOR THE WORLD OF THE FUTURE --

-- OF WHAT THIS PLANET WILL BECOME SHOULD *MANKIND* BE ALLOWED TO CONTINUE ITS PERILOUS COURSE TOWARD *ARMAGEDDON.*

DUMPING *GARBAGE* INTO THE *LAND*, FLUSHING IT INTO THE *SEA*, PUMPING IT INTO THE AIR...

...REPRODUCING WITH LITTLE REGARD FOR THE NATURAL SYSTEMS WHICH SUSTAIN OUR ARROGANT EXISTENCE.

STATISTICS INDICATE THAT WITHIN THE NEXT TWENTY YEARS, THE POPULATION OF THE *WORLD* WILL DOUBLE! AN *EARTH* CREAKING UNDER THE TREAD OF ALMOST TWELVE BILLION HUMANS.

AND YET, MANKIND CONTINUES TO *BLINDLY* FORGE AHEAD...

BUMP

...MINDLESSLY MOVING TOWARD A FUTURE OF TOO MANY PEOPLE WITH TOO FEW RESOURCES... BILLIONS MORE TO BE CLOTHED AND HOUSED AND FED.

A CONDITION THAT AN UNFORGIVING HISTORY HAS PROVEN AGAIN AND AGAIN...

DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
RACE RIO
MOUNTS I
QUEENS

...TO BE NOTHING SHORT OF *DISASTROUS!*

AND YET WE PERSIST AND TURN A BLIND EYE TOWARD THE MOUNTING EVIDENCE.

IS THIS THE *LEGACY* WE INTEND TO LEAVE TO OUR *CHILDREN* AND *GRANDCHILDREN..?*

TO MY *SON..?*

AND IF NOT, CAN A CHANGE BE *MADE?* OR ARE WE TOO *LATE* TO SAVE A SOCIETY ALREADY STEEPED IN *ANGER?*

-- AND VIOLENCE --

-- AND HATE?

-- MUTANT MENACE! AND BY SENDING ME TO THE WHITE HOUSE, AMERICA --

-- YOU'LL BE SENDING A MESSAGE THAT SOMETHING SHOULD BE DONE ABOUT IT!

YES...

...SOMETHING SHOULD BE DONE... BUT NOT ABOUT MUTANTS.

JEEZ! -- They should DO SOMETHING about that GRAYDON CREED!

I don't know what SCARES me more -- his running for PRESIDENT --

-- or the fact that he could actually WIN! He gets so many people WORKED UP with that VENOM he SPEWS --

ANTI-MUTANT propaganda! HUMAN SUPREMACY! GENETIC PURITY!

Ahh --I'm not gonna let this stuff GET TO ME... not when I'm so UP!

PETER'S OKAY! -- THAT'S what MATTERS!

He's HAPPY, apparently HEALTHY -- and most importantly -- ALIVE!

Things couldn't be more JAKE!

Well -- maybe ONE care.

And ME -- I've got the sun on my FACE, the wind in my WEBS -- and not a CARE in the WORLD...

Like checking out this CRIME WAVE that seems to be WASHING over the city lately!

Police reports seem to indicate that the RINGER, the SHOCKER, and the TRAPSTER are out ON the PROWL...

...collecting CASH, GEMS and PRECIOUS METALS...

...and now THIS.

OWNER SAYS, GUY COMES IN, DRESSED IN SOME KINDA ***ARMOR,*** CLEANS 'EM OUT, ***SPLITS*** --

-- SAYS THE HOLE INNA SIDEWALK IS FROM THE FELON'S -- GET THIS -- *METAL, TELESCOPING LEGS.*

HEY -- ISN'T THAT ***SPIDER-MAN?!***

NAH, NAH. HE'S GOT ***WEBS.*** THIS SOUNDS LIKE THAT OTHER GUY...

...***WHATSISNAME..?***

STILT-MAN?

STILT-MAN! THAT'S IT!

ALL UNITS RESPOND! PIER 71! GIANT REPTILE DESTROYING WARE-HOUSES ALONG THE WATERFRONT!

This is turning into quite a PARTY...

The Ringer, the Trapster, the Shocker, and NOW...

...the LIZARD!

RAAR!

BLAM BLAM

When DOC CONNORS flew in to try to DIAGNOSE Peter's CONDITION, I was hoping we wouldn't hear from his SCALY ALTER EGO...

But I guess, where there's SMOKE, there's FIRE..!

Have AT THEE, then!

Fortunately, I have the DROP on him --

THWIP

THWIP

THWAP

THWAP

RRNNN

Some IMPACT WEBBING to take out all those NASTY PARTS that could HURT a little guy like ME --

-- and if I can just REIN this maverick in --

-- maybe I can BUST this BRONCO!

KLUD

RROON

SKRKH

SWAK

Or NOT.

KBOM

WAIT! COME BACK! I'M NOT DONE LETTING YOU THROW ME THROUGH CONCRETE WALLS YET!

Can't be BOTHERED. Even on this PRIMAL LEVEL Connors has an AGENDA. But WHAT? The only reason he came to New York was to help --

-- PETER!? My God, he's headed for --

-- the HOSPITAL!

I FEEL GREAT...

...I MEAN REALLY GREAT! BETTER THAN EVER!

APPARENTLY, WHATEVER IT WAS THAT WAS MESSING UP MY METABOLISM IS GONE! I FEEL LIKE A MILLION BUCKS!

I CAN'T THANK YOU ENOUGH --

-- DOC CONNORS.

IT MEANS A LOT TO ME THAT YOU CAME ALL THE WAY UP HERE.

YOU AND I GO BACK A LONG WAY, PETE. I JUST WISH I COULD'VE DONE --

KATOOM

MY GOD, WHAT WAS THAT?!?

THWOK

BEN?! AND HE'S BATTLING WITH THE --

HEY! WAITAMINNIT!

IF DOC IS HERE WITH ME, THEN WHO'S...

IT'S FOUND ME.

IT'S FOUND ME! I HAVE TO GET OUT OF HERE! I HAVE TO GO!

WAIT, DOC! WHAT'S GOING ON?!

WHO'S --

ACTUALLY, MAYBE IT'S BETTER THAT HE DID TAKE OFF...

...IT'LL GIVE ME A CHANCE TO SEE IF I'M AS HEALTHY AS I THINK I AM...

THWAK

RRRR

Too GROGGY... TAGGED me... with his TAIL...

Oh, THIS is gonna HURT...

SMASH

GOOD MORNING. Mrs. CLEAVER...

...THAT'S A LOVELY DRESS YOU HAVE ON TODAY...

ARRRR

ROW!

DID YOU CALL FOR A *DOCTOR?*

EASY, CHEESEY! NOBODY PUTS A HURTIN' ON ***MY BROTHER!***

...PETER?

Oh, ***YEAH!*** BEN, MY ***POWERS*** ARE ***BACK!*** I WANTED TO ***HELP*** AND THESE ***SCRUBS*** WERE ALL I COULD FIND, SO --

WHAM!

MOVE IT!

YOUR ***POWERS*** MAY BE BACK, BUT YOUR ***SPIDER-SENSE*** NEEDS A ***TUNE-UP!***

WHOA! BEN'S SHOVE NOT ONLY SAVED ME FROM THAT LIZARD-WANNABE --

-- IT PUT ME OVER ON THE NEXT BUILDING --

-- WHICH WOULD ORDINARILY BE OKAY --

-- BUT I'VE SUDDENLY GOT THIS SINKING FEELING --

-- THAT MY SPIDER-SENSE ISN'T THE ONLY THING ON THE BLINK!

BENNNN!

RRRR

PETE?!

Oh, MAN -- what was I THINKING!

His powers AREN'T back -- at least not FULLY --

-- for all intents and purposes, I just THREW Peter to his DEATH!

THWIP

THWIP

Gotcha.

GREAT! WHILE YOU WERE CATCHING ME, THAT LIZARD-THING GOT AWAY!

DON'T WORRY ABOUT IT -- I CAN CATCH UP TO CONNORS LATER.

HEY, I'VE GOT NEWS FOR YOU -- THAT'S NOT DOC CONNORS!

MARVEL® COMICS

SPIDER-MAN®

AUG '96 13

CAGE and IRON FIST TOGETHER AGAIN!

SPIDER-MAN UNLIMITED™

AND THEY'RE ALL ON THE SCORPION'S LIST!

FOR TWENTY-FOUR HOURS NEW YORK HAS BEEN TURNED UPSIDE DOWN IN A DESPERATE ATTEMPT TO FIND THE PUBLISHER OF THE DAILY BUGLE, J. JONAH JAMESON.

BUT SOMETIMES A MAN CAN BE TAKEN SO FAR AWAY -- PHYSICALLY AND MENTALLY -- HE WILL NEVER BE FOUND...

LET ME GO, GARGAN!!

JAMESON, THERE IS NO GARGAN...

...THERE IS ONLY--

THE SCORPION!

THE STING OF CONSCIENCE!

JAMES FELDER
WRITER

JOE BENNETT
PENCILS

EMBERLIN, MILGROM, MONTANO
INKS

JACK MORELLI
LETTERS

CHRISTIE SCHEELE
COLORS

RALPH MACCHIO
EDITOR

BOB HARRAS
EI JEFE

THEY'LL CATCH YOU! THEY ALWAYS DO! ONCE BEFORE YOU TRIED TO GET REVENGE ON ME BY KIDNAPPING MY SON JOHN, AND MY WIFE MARLA--AND YOU FAILED!

FSSZZT+

WRONG, JAMESON. I HAVE MY NEW EXO-SKELETON... MY ACID RESERVOIR...

SSSSSSSSSSSSSS

...AND MY NEW STINGER! ONE STING LEAVES YOU SCREAMING IN AGONY--

--THE SECOND STING WILL RESULT IN PARALYSIS, AND THEN DEATH WITHIN TWENTY-FOUR HOURS--

--AND THE THIRD STING KILLS YOU INSTANTLY!

I'M NEW AND IMPROVED--I'M UNSTOPPABLE!

I-I'LL GIVE YOU WHATEVER AMOUNT OF MONEY YOU WANT NOT TO KILL ME!

I HAVE AN EMPLOYER ALREADY--

--ONE WHO'S PAYING ME TO KIDNAP YOU, AND NOT KILL YOU!

OF COURSE, IF I THOUGHT YOU WERE "TRYING" TO ESCAPE, I WOULD HAVE TO KILL YOU.

I'LL PAY YOU TWICE WHAT THEY'RE GIVING YOU, GARGAN!

DON'T YOU MENTION HIM! YOU KILLED HIM!

AND IT'S MY RESPONSIBILITY TO MAKE YOU PAY FOR THAT!!

CH-RIPP

ARRGHH!

Y-YOU STUNG ME!!

THAT'S NUMBER ONE, DEAD MAN!

TODAY, THE CITY'S LOUDEST, BUSIEST, MOST CHAOTIC NEWSPAPER OFFICE JUST GOT A LITTLE...

...CRAZIER.

WELCOME TO THE DAILY BUGLE -- ROBBIE ROBERTSON, ACTING PUBLISHER AND WARDEN.

... SAYS MR. HYDE AND THE COBRA ARE HOLDING JAMESON SECRETLY AT THE RAVENCROFT INSTITUTE --

--AND I GOT THREE REPORTS SPIDEY'S TAKEN HIM TO THE SAVAGE LAND! GET A NAME AND NUMBER, OR HANG UP ON THE KOOK, MARGE!

MAKE WAY, ROBBIE -- I GOT PRESSMEN HOLDING THE FRONT PAGE FOR PHOTOS OF THE CRIME SCENE!

STOP!

J.J. JAMESON

EVERYBODY, SETTLE DOWN -- NO EMPLOYEE GOES IN THE CHIEF'S OFFICE UNTIL WE GET THE CHIEF BACK!

YA ASK ME, ROBBIE, MY REPORTER'S ULCER SAYS THIS WHOLE THING'S DONE TO SCARE US OFF OF THE RAND/MEACHUM STORY!

DOESN'T ADD UP, BEN. NO NOTE, NO CALL OR ANYTHING. NO ONE TAKING CREDIT OR MAKING THREATS...

GUYS! WE JUST GOT MARLA -- uh -- MRS. JAMESON -- uh -- I MEAN MS. MADISON AT THE HOSPITAL ON HER ROUNDS. SHE'LL BE RIGHT OVER!

THE COPS ARE ON THE WAY, TOO.

THINK THE COPS CAN HELP, ROBBIE?

IF NOT THE COPS, BEN, WHO CAN WE TURN TO?

TIMES SQUARE.

MAN. CAN'T BELIEVE I'M BACK HERE AT THE GEM THEATER AFTER ALL THIS TIME.

IT'S BEEN A WHILE SINCE LUKE CAGE, HERO FOR HIRE'S DONE BUSINESS IN THE BIG APPLE!

CHICAGO WAS FINE, BUT MY PLACE HAS ALWAYS BEEN HERE.

GREW UP ON THESE MEAN STREETS--

--USED MY SUPER POWERS WHEN I GOT 'EM TO TRY AND CLEAN UP THE OLD NEIGHBORHOOD.

NONE OF MY OLD FRIENDS MET ME AT THE BUS STATION--

--BUT I'M STILL GLAD TO BE BACK... HOME?!

HAPPY HOMECOMING

WELCOME HOME, LUKE!

COLLEEN WING! HOW YOU DOIN', GIRL?!
Uh-- FINE.
LIKE, Ouch. YOU'RE CRUSHING ME.
Heh-Heh. HEY, TOBY! IT'S ME!
YOU DON'T THINK I COULD SMELL THAT CHEAP COLOGNE FROM FIFTY PACES?
THANKS FOR PUTTING ME UP IN MY OLD DIGS, D.W.
YOU'RE RUNNING THE PLACE NOW?
YEAH... UNCLE MAX PASSED ON LAST CHRISTMAS AND LEFT THE GEM TO ME IN HIS WILL.
IT'S KIND OF COOL, BUT YOU KNOW THAT CARTOON COMPANY'S BUYING UP THE WHOLE NEIGHBORHOOD TO TURN IT INTO SOME FREAKIN' RODENT THEME PARK.
DON'T KNOW HOW LONG I CAN KEEP UP THE RENT ON THIS HEAP.
PEOPLE DON'T SEEM TO TAKE TO WESTERNS AS MUCH AS THEY USED TO.
SINCE I'M SETTING UP SHOP HERE AGAIN, MAYBE I CAN HELP YOU OUT AS A PAY-ING TENANT.
LUKE, I'M LOOKING FOR ANOTHER OPERATIVE FOR THE AGENCY SINCE MISTY'S DOING ALL THAT WORK FOR NELSON, MURDOCK & SHARPE. INTERESTED?
THANKS, BUT NO THANKS. LUKE CAGE DOESN'T TAKE CHARITY.
I GOT THIS POWER--IT'S MY RESPONSIBILITY TO GET MYSELF UP ON MY OWN TWO FEET.
WHERE WILL YOU GET CASES--?
RRING
YEAH!
WHO'S THIS?!
WE'LL HAVE TO TALK FEE BEFORE WE AGREE TO ANY-THING!
SURE... HOLD ON A SEC!
LUKE! PHONE FOR YOU!
SOME GUY NAMED ROBERTSON!

DAILY

THE DAILY BUGLE IS PLEASED TO ANNOUNCE WE HAVE ENGAGED THE SERVICES OF...

...LUKE CAGE, HERO FOR HIRE TO FIND OUR KIDNAPPED PUBLISHER, J. JONAH JAMESON, AND TO RETURN HIM SAFELY--

HEY, ROBERTSON! WHO SNATCHED JAMESON?!

THE MATTER IS UNDER INVESTI-GATION...

YEAH, DAILY BUGLE... um hunh...

...SURE...

WHAT?!

ROBBIE! THE COPS JUST CALLED! THE LAB BOYS SAY IT'S THE SCORPION THAT TOOK JAMESON!

HE'S THAT PRIVATE EYE MAC GARGAN THAT UNDERWENT THOSE TREATMENTS YEARS AGO WHEN JAMESON BANK-ROLLED HIM TO TAKE ON SPIDER-MAN!

Oh, LORD.

YOUR "GOON FOR HIRE" GOING TO BE ABLE TO HANDLE THIS ONE?

LOOK, PUNK-- I'M STRONGER THAN SPIDER-MAN, BIGGER THAN THE SCORPION AND HAVE A WORSE ATTITUDE THAN THE HULK!

AT THE DAILY GRIND COFFEE HOUSE-- BEN REILLY, A MINOR EMPLOYEE...

...WITH A MAJOR SECRET.

I'M GONNA TAKE THIS GREEN CREEP AND CRUSH HIM LIKE THE BUG HE IS!

IS THIS GUY CRAZY? THE SCORPION'LL SQUASH HIM. GARGAN'S A MONSTER!

WHAT'D YOU SAY, BEN?

BEN? WHERE'D THAT BOY GO THIS TIME?

AS MUCH AS JOLLY J.J. *HATES* ME--I *GOTTA* DO SOMETHING--I HAVE TO STOP THE *SCORPION!*

AND IF I DON'T GET TO SCORPY FIRST, CAGE WILL GET HIS *BUTT* KICKED!

THERE MIGHT BE SOME CLUES IN J.J.'S OFFICE. THAT'S WHERE HE WAS KIDNAPPED.

YOU MIGHT *HATE* SPIDER-MAN, *JONAH*--BUT I GOT A FEELING THIS WACKY WALL-CRAWLER IS YOUR ONLY--

...HOPE.

HOO BOY! IT LOOKS LIKE A *FREIGHT TRAIN* WENT THROUGH HERE!

WORSE THAN THAT--A *HOMICIDAL MONSTER*... AND IT'S GOT MY HUSBAND!

I *KNEW* YOU'D BE HERE. I'LL BE STRAIGHT WITH YOU.

"HUSBAND?" WOW. IT NEVER OCCURED TO ME J.J. MIGHT *TIE THE KNOT* DURING MY 'LEAVE OF ABSENCE'!

I DON'T *LIKE* YOU--I DON'T *LIKE* YOUR METHODS--BUT I *NEED* YOU TO SAVE MY HUSBAND.

WELL, WITH AN INVITE LIKE THAT ...LET ME SEE IF I CAN GET MY GOOD TUX OUT OF HOCK...

HOW DO YOU KNOW I WASN'T THE ONE WHO TOOK YOUR CHARMING HUBBY?

BECAUSE OF *THIS.*

THIS WAS ON MY PILLOW. I HAVE *NO INTENTION* OF SHOWING IT TO THE POLICE OR THE BUGLE EMPLOYEES.

MY HUSBAND WOULDN'T WANT HIS PAPER INTIMIDATED FROM TELLING THE NEWS--*NO MATTER WHAT.*

Hmm... YOU'VE GOT MORE GUTS THAN A CERTAIN MUSTACHIOED MEMBER OF YOUR HOUSEHOLD.

IT SAYS TO LAY OFF THE *RAND/MEACHUM* STORY. THAT GIVES ME A START ON WHERE TO TRACK DOWN THE *SCORPION.*

WHAT WILL YOU DO WHEN YOU FIND HIM? *KILL HIM?*

HEY, LADY. THAT AIN'T MY SCHTICK!

THEN WHAT *IS?*

BELIEVE IT OR NOT--IT'S PROTECTING THOSE WHO *DON'T* HAVE THE POWER.

LIKE *YOU.*

JONAH NEEDS YOUR PROTECTION, NOT *ME*--

SPIDEY-SENSE GOING OFF--MEANS *DANGER* NEARBY...

Hoho! DON'T COUNT THOSE UNHATCHED EGGS...

IT'S COMING FROM OUTSIDE THE BUILDING.

I GOT A *BAD* FEELING ABOUT

THIS!

PEEK-A-BOO, PRETTY BOY!

FSSST

Whoa!

SSSSSSSS

ouchouchouchouch!

WELL, I WASN'T PLANNING ON A MANICURE THIS WEEK...

THAT'S IT--KEEP IT GLIB, BEN. JUST DON'T LET HIM BURN THAT SMILE OFF!

LOOKS LIKE SCORPY'S ADDED SOME KIND OF CORROSIVE ACID TO HIS ARSENAL!

KKK-RASH

YOU SHOULD HAVE SHOWN THAT NOTE TO THE PRESS, MADISON.

IT'S NOW BECOME A MATTER OF LIFE AND DEATH!

YOUR DEATH!

I'M GONNA PIN THAT NOTE TO THE WALL THROUGH YOUR SQUIRMING BODY!

HOLD ON A SEC, HAPPY CAMPER! YOU'LL HURT THE RESALE VALUE OF THIS OFFICE IF YOU DAMAGE THE PLASTER-WORK!

I'M SICK OF YOUR WISE-CRACKING, WEB-STAIN!

HAVE TO GET HELP OR THE SCORPION'LL KILL BOTH OF US!

DISTRACTED HIM ENOUGH SO MS. MADISON COULD SCOOT--!

NOW IF MY HANDY-DANDY *SPIDEY-SENSE* WILL KEEP ON WARNING ME IN TIME TO DODGE SCORPY'S *STINGER*--!

YOU CAN'T KEEP DODGING *FOREVER*! EVEN IF THE CLUB OF MY TAIL DOESN'T *CRUSH* YOU--

--THE *NEURO-TOXIN* IN MY STINGER WILL *BURY* YOU!

YOU'LL HAVE TO GET ME *FIRST*, GARGAN.

FSSSH

CATCH ME--

--IF YOU--

--CA-RRRGH!

THUK

THAT'S STING *ONE*! YOU KILLED GARGAN! NOW I'M GOING TO KILL *YOU*!

thwipp

YOU LITTLE PEST--

MY CHEST IS ON FIRE-- FEELS LIKE A KNIFE IN MY HEART!

SKSHKK

--I DON'T HAVE TO SEE YOU TO OBLITERATE YOU!!

YOU'RE NEXT, LADY! I'LL RIP THE FLESH FROM YOUR FACE--SLOWLY! SCORPIONS KILL-- --IN MANY INTRIGUING WAYS!

COME ON-- YOU CAN'T SCARE ME!

I GUESS BEING J. JONAH'S WIFE ...UMPH... MAKES YOU HARD TO FRIGHTEN!

THWIPP

KIND OF GIVES NEW MEANING TO... "LOVE IS BLIND!"

NOW HOW ABOUT WE LAY OFF THE LOVELY JAMESON FAMILY FOR A WHILE, HUNH?

OH, NO.

THE JAMESONS' ARE MY FAVORITE PEOPLE!

KT-RAK

I HAVE PLANS IN MIND FOR THEM ALL!

MY HEAD'S EXPLODING WITH THE SCORPION'S POISON!

MARLA! GET OUT OF THE--

--WAY!

CH-RIPP

STUNG AGAIN... CAN BARELY SEE STRAIGHT...

See... I'm protecting you...

THAT'S THE SECOND STING!

YOU'VE GOT TWENTY-FOUR HOURS BEFORE THE NEURO-TOXIN KILLS YOU.

BUT I CAN GET YOU OUT OF THE WAY QUICKER...

...COME HERE.

MAN... CAN'T EVEN FEEL MY FEET... MUSCLES STIFFEN-ING...

GOTTA FOCUS ...THAT SOUND... SCORPY'S GETTING READY TO SPRAY ACID...

SSSS

THIS IS PROTECTING ME?

DON'T WORRY... I GOT IT ALL PLANNED OUT.

THWIP

THAT'S THE LAST OF MY WEB-FLUID... HOPE IT'S ENOUGH!

SNAPP

OOPS!

OOPS?!

OOF!

THUNK

WEB-NET STILL BROKE ENOUGH OF THE IMPACT OF THE FALL...

WEEE-OOOOOO

SEE...? PLANNED OUT...

GOOD THING THE NEW YORK POLICE DEPT. HAS CODE:BLUE TO CATCH ALL THOSE SUPER-VILLAINS ON THE LOOSE...

...ESPECIALLY THE ONES WHO'VE ALREADY MADE GOOD THEIR ESCAPE.

WHAT ARE THE SIRENS FOR, LT. STONE -- SOMEBODY DOUBLE PARKED?

VERRRY FUNNY.

THE HISTORIC MASON BUILDING...

...BUILT BY THE LAST GREAT RAILROAD BARON OF THE TWENTIETH CENTURY.

HOME TO SOME OF THE BUSINESSES THAT SHAPED POST-WAR AMERICA--

--AND NEW H.Q. OF THE LAW FIRM OF NELSON, MURDOCK & SHARPE.

NICE DIGS, NICE CARPET, NICE PHONEY-BALONEY SUIT...

...NOW WHAT IS MISTY KNIGHT, TOUGH-TALKIN' STREET DETECTIVE DOIN' HERE?

IT'S A JOB, LUKE. GET OVER IT.

I'M NOT THE ONE ON TV TALKING ABOUT "SQUASHING PEOPLE LIKE A BUG." NOW WHAT DO YOU WANT?

LOOK, THIS REPORTER, ULRICH, TOLD ME RAND CORP. MIGHT BE INVOLVED IN ALL THIS NONSENSE. BIG BUSINESS NONSENSE.

I NEED TO TALK TO DANNY--GET TO THE BOTTOM OF THIS BEFORE SOMEONE GETS HURT.

Shhhh!

MATT MURDOCK, YOUR SHARP SENSES SHOULD TELL YOU THE EGG ROLLS AT THE LOTUS FLOWER ARE THE BEST.

COUNSELOR NELSON, PARTNER O'MINE, YOUR SOPHISTICATED STOMACH SHOULD TELL YOU THAT CANTONESE FOOD WENT OUT WITH CORNELIUS MASON AND FLAPPER DRESSES!

THIS IS SOMETHING I DON'T WANT TO TALK ABOUT!

DANNY'S BEEN... UNCOMMUNICATIVE, LATELY. I DON'T KNOW WHAT'S UP WITH HIM.

I DON'T THINK YOU'RE GOING TO BE ABLE TO GET IN TO SEE HIM.

DON'T WORRY ABOUT OLD LUKE CAGE...

...I MAKE MY OWN INVITATIONS TO PARTIES.

THE RAND/MEACHUM BUILDING --

--A TOWER OF GLASS AND STEEL REARED HIGH TO THE HEAVENS HERE AT THE CLOSE OF THE TWENTIETH CENTURY.

HOME TO THE TECHNOLOGICAL COLOSSUS KNOWN AS THE RAND/MEACHUM CORP. --WHICH WILL EITHER SHAPE THE FUTURE OF AMERICA -- OR BREAK IT!

SIR! YOU-- YOU CAN'T GO IN THERE!

MR. RAND GAVE ORDERS NOT TO BE DISTURBED!

I'M NOT DISTURBING HIM. I'M AN OLD FRIEND.

HEY DANNY! WHERE YOU BEEN HIDING YOURSELF?

SWEET!

GET OUT!

DANNY! WHAT'S THIS FREAK SHOW?!

LUKE... DIDN'T REALIZE IT WAS... YOU--

--I'VE BEEN... UNWELL LATELY...

...A DEMON HANGS OVER ME--A SPECTRE OF FAILURE AND DESPAIR...

...I WOULDN'T EXPECT YOU TO UNDERSTAND.

CUT THE HOOEY! I AIN'T BUYING ANY TODAY!

CAN'T YOU SEE? WE'RE FAILURES!

YOU JUST SPENT THE LAST SIX MONTHS AS A GUN FOR HIRE FOR THE SLEAZIEST TABLOID IN AMERICA!*

AND I'VE DONE NO BETTER WITH MY MILLIONS -- MY POWER...

*IN THE LATE, LAMENTED CAGE SERIES. -- RALF FOR HIRE.

I DON'T BUY THAT! WE GOT THIS POWER -- WE HAVE TO CHOOSE TO DO SOME-THING GOOD WITH IT!

IT'S OUR RESPONSI-BILITY!

YOUR RESPONSIBILITY STILL PAYING WELL, LUKE?

I'M NOT THE ONE WHO'S HIRING HIM-SELF OUT TO THE HIGHEST BIDDER.

THIS IS ALL SOME STUPID GAME TO YOU. YOU THINK THAT DUMB COSTUME MAKES YOU A HERO. WELL... IT DOESN'T!!

TRUST ME, IT DOESN'T.

I'M NOT HERE TO DISCUSS PHILOSOPHY WITH YOU, DANNY. WORD ON THE STREET IS THERE'S SOME FUNNY BUSINESS -- CORRUPTION -- HERE IN YOUR COMPANY.

WHAT'S GOING ON?

I WOULDN'T KNOW. I HAVE LITTLE TO DO WITH THE DAY-TO-DAY BUSINESS.

HAVE MS. GREENBERG, MY RECEPTIONIST, SHOW YOU TO JASON QUARTER-MASTER.

HE'S ONE OF MY SENIOR SUPERVISORS.

DANNY, YOU'RE ONLY A FAILURE IF YOU LET PEOPLE MAKE YOU BELIEVE THAT.

YOU GOTTA CHOOSE TO BE A HERO -- BECAUSE IF YOU DON'T NO ONE ELSE WILL.

YOU REALLY BELIEVE THAT, CAGE?

YOU KNOW I DO. WE'VE BEEN THROUGH A LOT.

AND YOU KNOW I BELIEVE THAT, TOO...

...FRIEND.

MY HEART TELLS ME LUKE IS RIGHT... BUT MY HEAD SAYS HE'S WRONG.

WE'VE GONE SO FAR TOGETHER.

SEEMS JUST YESTERDAY POWER MAN AND IRON FIST WERE BUSTING HEADS AND TAKING NAMES, FIGHTING WHAT WE SAW AS EVIL...

...ONLY A FEW SHORT YEARS AFTER I DESCENDED FROM THE FABLED CITY OF K'UN LUN TO USE MY MARTIAL ARTS TRAINING IN THE WESTERN WORLD.

BUT THAT SEEMS LIKE AGES AGO. NOW I'M A LOST, LOST MAN.

DO I FOLLOW MY HEAD... OR MY HEART?

DEEP WITHIN THE SUB-BASEMENTS OF THE RAND/MEACHUM BUILDING IS SERVO-GENETICS RESEARCH LAB 16.

HAHAHAHAHA! MR. CAGE, I AND MY RESEARCHERS HAVE BEEN GRANTED THE GREATEST OF GIFTS -- INTELLIGENCE. WITH IT WE CAN CONQUER ANY-THING!

ALL OF US HERE AT RAND FEEL THE NEED TO USE THIS GIFT FOR THE GAIN OF THE COMPANY. AND THE GAINS -- BOTH MONETARY AND SCIENTIFIC -- ARE GREAT INDEED.

I TAKE IT THAT MEANS YOU'VE SEEN NO SUSPICIOUS ACTIVITIES HERE, QUARTER-MASTER?

WE HAVE LITTLE TIME FOR -- PETTY CRIME.

TAKE IT HOW YOU WILL, MR. CAGE, I CAN PUT IT IN NO SIMPLER TERMS.

I'VE HEARD YOU HAVE A HIDE STRONGER THAN STEEL. IS THIS TRUE?

SEE YA. THANKS FOR YOUR TIME...

...CREEP.

TOINK

WATCH IT, PUNK!

I AM. VERY INTER-ESTING. I'D POSTULATE ELECTRO-CHEMICAL BONDING RESULTING IN AN IN-CREASED DENSITY OF THE SKIN... CORRECT?

NONE OF YOUR BUSINESS. CURIOSITY CAN GET YOU HURT KID.

EXACTLY.

CAGE HAS GOTTEN TOO CLOSE. TAKE CARE OF HIM.

SPENT MY LAST TOKEN ON A TRAIN THAT BROKE DOWN ON CANAL STREET--

--GOT SPLASHED TWICE BY BUSES ON THE WALK BACK TO THE GEM THEATER--

--THIS CASE KEEPS GOING FROM BAD TO--

--WORSE?!

NICE OFFICE.

MAKES ME ...NOSTALGIC. AN OLD LIFE -- A DEAD MAN.

COUNT IT UP, CAGE. IT'S $150,000... FROM MY EMPLOYER.

MOST PEOPLE IN YOUR POSITION WOULD NEVER SEE THAT MUCH AT ONCE.

I KNOW.

AND ALL YOU GOT TO DO IS DROP THE JAMESON CASE... DROP IT NOW.

Thunk

YOU GOT IT WRONG, BUG. MY TITLE AIN'T 'GOON FOR HIRE'--

--THAT'S YOUR GIG!!

GOOD...

...I WAS HOPING FOR THIS.

YOU LITTLE TWO-BIT GUMSHOE!

IF GARGAN HAD TO DIE-- THERE'S NO WAY A THUG LIKE YOU DESERVES TO WALK AWAY.

I'M IN CONTROL, NOW-- NOW I DECIDE WHO LIVES AND WHO DIES!

Ch-Ripp

SCHWIRRR

AND I CHOOSE YOU DIE!

COME ON, SUCKER...

Heh!

tink

MY SKIN'S TOO STEEL-HARD FOR YOUR PIG-STICKER, BUG-MAN!

I GOT YOU RIGHT WHERE I WANT YOU.

TASH

NO ONE GETS THE SCORPION-- AND LIVES TO TELL ABOUT IT!

HAVEN'T YA HEARD? I JUST KILLED SPIDER-MAN!

COME ON, MISTER... I'M READY FOR YOU THIS TIME!

I'M FASTER THAN YOU...

...I'M STRONGER THAN YOU...

KRUNK

...I'M BETTER THAN YOU IN EVERY WAY.

OOhh, HOLD THAT POSE, CAGE!

I WANT TO REMEMBER YOU WITH THAT DOPEY LOOK ON YOUR FACE!

NOW HIT THE ROAD, PRIVATE DICK!

K-RA

SSHH

KRASH

HWIIIPP

Unnghh...

NOW SCORPY, DON'T YOU THINK I'M GETTING USED TO THE WINDOW GAG BY NOW?

YOU!

YOU SHOULD BE PARALYZED AND HALF-DEAD FROM MY NEURO-TOXINS!

I SHOULD BE DRINKING A GLASS OF MILK A DAY, TOO. BUT I JUS'T CAN'T FIND THE TIME!

HE'S RIGHT-- MUSCLES ARE ONLY RESPONDING AT A FRACTION OF HOW THEY SHOULD.

CAN BARELY FEEL ANYTHING OVER THE PAIN.

AT LEAST I STILL HAVE MY ENHANCED STRENGTH AND THE OL' SPIDEY-SENSE TO PROTECT ME!

KR

AK

YOU CAN'T BEAT ME AROUND LIKE YOU DID GARGAN!

ouch.

THOOMP

MY HEAD! HOW COME MY SPIDER-SENSE DIDN'T WARN ME?

THE NEURO-TOXIN MUST BE DULLING MY SPIDER-SENSE. GREAT!

AND WHAT'S HE BABBLING ABOUT? HE'S GARGAN-- BUT HE'S TALKING ABOUT HIM LIKE HE'S SOMEBODY ELSE I'VE FOUGHT.

YOU'RE WEAK! WEAKER THAN GARGAN WAS! YOU'RE NOTHING COMPARED TO THE SCORPION!

THWAPP

STICKING TO WALLS LIKE WET PASTA ISN'T EXACTLY NOTHING!

THUD

IT'S NOT EXACTLY HAVING A BIG GREEN TAIL--BUT WHAT IS, I ASK YOU?

AND SPEAKING OF THAT TAIL-- I THINK I'LL RIP THAT SUCKER OFF BEFORE YOU DO ANY MORE--

HOW DOES IT FEEL TO BE ON THE OTHER END OF THE SWORD? BEATEN-- BATTERED?

--UNK! BAD IDEA.

HOW DOES IT FEEL TO BE KILLED SLOWLY AND WITHOUT SHAME? I'LL SHOW YOU, LIKE YOU SHOWED--

WHEEOOOO

SIRENS?! HE TOLD ME NOT TO ATTRACT THE POLICE--TOO EARLY IN HIS PLANS TO ALERT THE AVENGERS OR ANY BIG GUNS!

CAN'T LET THEM GET ME!

KRAK

TOLD YOU I WAS TOO TOUGH.

THEY GOT GARGAN, BUT THEY WON'T GET ME!

NEVER AGAIN.

NEVER!

HOO-BOY... LOOKS LIKE THIS FREIGHT TRAIN FOR HIRE WON'T BE ANY HELP ANY TIME SOON...

UP AND AT 'EM, SLEEPY--LET ME SEE IF YOU'RE STILL BREATHING UNDER ALL THAT MUSCLE...

Uhh... SPIDEY... THAT YOU? WHAT HAPPENED TO YOUR COSTUME?

CALL IT MY SPRING WARDROBE. NICE HEAD-BAND. DIDN'T THAT GO OUT WITH BELL-BOTTOMS?

HEY, MAN--IT'S MY COSTUME... PART OF MY PUBLIC IMAGE...

SOME IMAGE.

I'M NOT THE ONE RUNNING AROUND IN RED AND BLUE JAMMIES.

WHAT'RE YOU DOING HERE?

TRYING TO FIND JOLLY J. JONAH JAMESON.

THAT'S MY CASE!

NICE CASE! YOU GOT LIFE INSURANCE THAT COVERS POISONOUS CRAZY MEN?

LOOK, NO OFFENSE, SCORPY'S AN OLD SPARRING PARTNER OF MINE, SO I THINK I KNOW HIS MOVES.

AND, I THINK HE'S A BIT OUT OF YOUR LEAGUE.

AND YOU'RE IN HIS LEAGUE? YOU LOOK WORSE ME!

I'VE BEEN STUNG TWICE BY THE SCORPION'S NEW STINGER. IF WHAT HE SAYS IS TRUE -- I'VE GOT LESS THAN 12 HOURS LEFT TO LIVE.

YOU HAVE TO TRUST ME -- YOU'RE GOING TO BE MORE OF A HINDRANCE THAN A HELP IN THIS. I CAN'T BE WORRYING ABOUT A POTENTIAL ADDITION TO THE BODY COUNT.

YOU HAVE TO TRUST ME BECAUSE I HAVE SOMETHING MORE THAN A FEE AT STAKE HERE --

--I HAVE MY LIFE.

THEN YOU'RE *CRAZY* TO GO AFTER THE SCORPION WHEN YOU SHOULD BE LOOKING FOR A *CURE*.

THE CHANCES OF FINDING A CURE FROM SCRATCH IN 12 HOURS IS *NIL*.

BESIDES, I MADE A PROMISE TO A LADY THAT I'D *SAVE* JONAH.

YOU PROBABLY WOULDN'T UNDERSTAND IT, BUT I *CAN'T* LET *ANY* FAMILY-- EVEN CREEPY JONAH'S-- BE DE-STROYED BY A MONSTER LIKE THE SCORPION.

I UNDER-STAND JUST *FINE*, WEB-SLINGER. I'M IN THE HERO BIZ, *TOO*.

ANY WAY I CAN *HELP*?

MAYBE YOU COULD TRY TO FIND A SERUM FOR THE SCORPION'S STING WHILE I LOOK FOR JONAH. THERE *SHOULD* BE A SERUM IF THEY MANU-FACTURED THE TOXIN IN THE FIRST PLACE.

A TOXIN AS COMPLEX AND ENGINEERED AS SCORPY'S WOULD REQUIRE A *GIGANTIC* BIO-CHEMICAL GENETICS LAB.

ANY IDEAS WHERE SUCH A LARGE FACILITY COULD *BE*?

I GOT A *HUNCH*--

--Wha--

CODE: BLUE!

FREEZE!

BY THE AUTHORITY OF THE *NEW YORK CITY POLICE!*

SKRAK

MAN! YOU GUYS ARE SLOWER THAN THE *POSTAL SERVICE!*

FAR BELOW THE CITY STREETS LIES THE DAILY BUGLE MORGUE...

...WHERE OLD STORIES ARE LAID TO REST.

AND OCCASIONALLY UNBURIED.

COME ON! THERE'S GOT TO BE SOMETHING HERE...THE SCORPION HASN'T SURFACED IN THE LAST FEW HOURS -- THERE HAS TO BE SOME CLUE HERE... TIME'S RUNNING SHORT...

...WHY AREN'T THERE ANY FILES ON THE SCORPION? IT'S LIKE SOMEONE'S REMOVED THEM ALL!

NOTHING!

SLAM

FACE IT, BEN. DESPITE ALL THE JOKING WITH CAGE, YOU'RE SCARED!

I CAN FEEL THE NEURO-TOXINS BREAKING DOWN MY SYSTEM... CAN'T BE LONG NOW... I'M A BIG FAILURE -- MIGHT AS WELL THROW IN THE TOWEL.

NO! WHAT AM I THINKING? WHAT WOULD UNCLE BEN OR AUNT MAY SAY IF THEY COULD SEE ME?

I MIGHT HAVE GOOFED UP AS SPIDEY LATELY. I MIGHT FAIL AND DROP DEAD TONIGHT. BUT IT DOESN'T MATTER AS LONG AS I USE MY POWER FOR WHAT I KNOW TO BE RIGHT.

THE ONE MISTAKE I MADE WAS NOT STOPPING THE BURGLAR WHO ENDED UP MURDERING MY NAME-SAKE -- MY UNCLE BEN PARKER!

EVEN IF I DIE TONIGHT -- I CAN'T LET ANOTHER FAMILY BE RUINED -- CAN'T LET MARLA MADISON WIND UP A WIDOW -- LIKE POOR AUNT MAY.

SITTING DOWN ON THE JOB?

HUNH?

YOU HAUNT THIS BUILDING?

FUNNY... I DON'T THINK I'VE BEEN IN THIS BUILDING SO MUCH DURING THE WHOLE TIME I'VE BEEN MARRIED TO JONAH THAN I HAVE IN THE LAST 24 HOURS.

YOU'VE BEEN HAUNTING MY HUSBAND ALL THESE YEARS.

YOU'VE GOT THAT THE OTHER WAY AROUND, LADY.

I HEARD WHAT THE SCORPION SAID ABOUT HIS NEW STINGER IN JONAH'S OFFICE ACCORDING TO HIM, YOU SHOULD BE DEAD BY MIDNIGHT.

WHY ARE YOU DOING ALL THIS? ESPECIALLY FOR SOMEONE YOU HATE AS MUCH AS JONAH?

YOU'D NEVER KNOW IT BY READING YOUR HUSBAND'S EDITORIALS--BUT I'VE GOT THIS POWER, AND I HAVE TO USE IT FOR WHAT'S RIGHT--OR IT BECOMES WRONG IN ITSELF.

AND THERE'S NO HESITATION--BECAUSE THAT'S WHAT MAKES ME WHO I AM.

YOU SOUND LIKE MY HUSBAND.

CAN'T SAY I LIKE THE SOUND OF THAT.

I'M SURE JONAH WOULDN'T LIKE THE SOUND OF THAT--

--OR TO HEAR ME ADMIT YOU COULD DO SOME GOOD. BUT WE ALL MAKE MISTAKES.

THE ONLY THING WRONG IS NOT TRYING TO DO BETTER ONCE WE RECOGNIZE IT.

THAT RECOGNITION IS THE STING OF CONSCIOUSNESS--IT TELLS US WHEN WE DO SOMETHING RIGHT, OR WRONG.

NEED A HAND... HERO.

THANKS.

YOU KNOW, DOC, I UNDERSTAND WHAT YOU'RE SAYING BETTER THAN YOU WILL EVER KNOW.

SPIDER-MAN, I HAVE A THEORY. THIS COSTUME YOU WEAR IS A ROLE YOU ASSUME--YOU PLAY AT BEING A HERO.

MAC GARGAN--THE SCORPION--IS NO DIFFERENT IN HIS ROLE-PLAYING...

HE WAS TALKING ABOUT GARGAN BEING KILLED. PERHAPS IN HIS DERANGED STATE HE'S CONFUSING HIS BECOMING THE SCORPION WITH 'GARGAN' BEING 'KILLED'.

STUDIES REVEAL THAT CRIMINALS REALLY DO RETURN TO THE SCENE OF THE CRIME--LIKE THE OLD CLICHE.

PERHAPS THE SCORPION HAS RETURNED TO THE SITE OF GARGAN'S 'MURDER'...

SPIDER-MAN?!

THE BUGLE STAYS OPEN ALL NIGHT...

RM

ACROSS TOWN, THE RAND/MEACHUM CORP. CLOSES ON THE DOT OF FIVE--NO OFFICE WORKERS ALLOWED ON THE PREMISES. THERE ARE THINGS THE RESEARCH DEPT. DOES AFTER HOURS THEY DO NOT WANT SEEN.

EVEN WITH STATE-OF-THE-ART, COMPUTERIZED SECURITY--THERE IS THE OCCASIONAL UNWELCOMED VISITOR...

Hmph! MISTY WOULDN'T HELP ME GET INTO THIS LAB--SAID IT WOULD VIOLATE DANNY'S TRUST. BUT I DON'T NEED HER. LUKE CAGE CAN FEND FOR HIMSELF.

C'MON! WHY WON'T THIS LOCK OPEN?

F

Hmh? DOOR'S OPENING BY ITSELF --GUESS I'VE BEEN EXPECTED.

SHHT

YOU COULD NOT DO A THING I WOULD NOT PREDICT, YOU POOR EXCUSE FOR A FREELANCE INVESTIGATOR.

I'LL EXPLAIN EVERYTHING CLEARLY--BECAUSE YOUR POOR EXCUSE FOR A BRAIN REQUIRES SUCH, CAGE. YOU WALKED INTO A TRAP. MY TRAP.

THIS CANNON FIRES A UNIVERSAL SOLVENT. IT WILL MELT THROUGH ANYTHING--INCLUDING YOUR STEEL-HARD FLESH.

I DESIGNED IT SPECIFICALLY TO GET RID OF YOU--JUST AS I RE-DESIGNED THE SCORPIONS GEAR TO KILL SPIDER-MAN.

GIVEN MY SUPERIOR INTELLECT AND SUFFICIENT TIME, I CAN MAKE SOMETHING TO TAKE OUT ANY-ONE--

RROOSH

--ESPECIALLY AN INFERIOR SPECIMEN LIKE YOU!

SLAMM

YOW!

Phzatt

OH, NOW YOU DID IT, PENCIL-NECK...

...YOU BURNED ME.

ONE THING YOU DIDN'T PLAN ON--THAT WHEN YOU PICK A FIGHT WITH **LUKE CAGE**, YOU'RE ASKING FOR MORE TROUBLE THAN YOU WANNA THINK ABOUT.

I'M GOIN' TO 'UNIVERSAL SOLVENT' YOUR TINY BRAIN, **QUARTER-MASTER!**

SAW YOU COMING, CAGE-- **CHECK.**

PWOOSH

TOO FAST FOR YOU, KID!

whoa!

FALLING INTO THE HOLE QUARTER-MASTER'S BLAST MADE IN THE CATWALK!

AS I PLANNED, MY **STUPID** SPECIMEN:-- **CHECK-MATE.**

DON'T YOU **REALIZE** THAT I'M MORE INTELLIGENT THAN YOU **OR** THAT OPTIMISTIC BUFFOON SPIDER-MAN? I'M **BETTER** THAN YOU!

OPEN YOUR EYES AND READ THE WRITING ON THE WALL, **CAGE**-- IT'S A LITTLE LAW CALLED **SURVIVAL OF THE FITTEST.**

IT MEANS I PROSPER, AND YOU **DIE**--

--YOU DUMB NEANDERTHAL!

HEADS UP AND START YOUR CLAPPIN'--

--MISTY KNIGHT'S HERE WITH HER BIONIC ARM TO SAVE THE DAY.

THE FIRST ONE WHO GETS ROWDY GET A *PISTON PUNCH* IN THE CHIN!

WHAT?!

I DIDN'T CALCULATE ON YOUR INTERFERENCE, WOMAN!

BUT YOU WILL *DIE* ALL THE SAME!

PWBOSH

SLIPPING...

IF I FALL IN THAT VAT OF SOLVENT, I DON'T STAND A *CHANCE*!

CAN'T GET A GOOD **GRIP**... unghh...

YOU'RE NOT GOING **ANYWHERE**, BUTTERFINGERS!

WHATEVER HAPPENED TO DANNY'S *TRUST?*

IT'S GOING TO HAVE TO BE PUT ON **HOLD** TONIGHT. **EASY**, BIG BOY... I GOT YOU.

AND I'VE GOT YOU... ***BOTH.***

DON'T TRY ANYTHING ***TRICKY***, WOMAN. I KNOW THAT ARM -- THE ONE THAT'S EVIDENTALLY BIONICALLY EN-HANCED -- IS ENGAGED IN HOLDING UP YOUR HEAVY FRIEND.

YOU **AMATEURS** HAVE REACHED THE END OF THE ***LINE*** -- SOON YOU'LL BE A PUDDLE OF STEAMING PROTEIN.

I'VE HAD **ENOUGH** OF THIS PIP-SQUEAK!

KRANKLE

SSSHHHOO

CALCULATE ***THIS***, COLLEGE BOY!

KRAK

AIIEEEE:

PLOOSH

HEY LUKE, WHAT'RE THE CHANCES THAT CREEP'S STILL ALIVE?

NONE. SAME CHANCES QUARTERMASTER GAVE US.

MISTY, I DON'T TAKE THESE THINGS LIGHTLY--I GREW UP WITH PEOPLE BEING KILLED AROUND ME.

IF I THOUGHT I HAD A CHOICE, QUARTERMASTER'D STILL BE STANDING HERE.

BUT WE GOT A JOB TO DO, OR THERE MIGHT BE TWO MORE DEATHS BEFORE MORNING. WE GOTTA FIND A SERUM IF IT'S HERE--OR SPIDEY'S A GONER.

KRANKLE

ALL THE VATS AND COMPUTERS ARE EXPLODING!

THAT NUTCASE MUST'VE BOOBY-TRAPPED EVERY-THING! I DOUBT WE GOT FIVE MINUTES BEFORE THIS PLACE GOES UP!

WHAT NOW?

BRA-KHOW

SEARCH QUICK AND TRY NOT TO GET SCORCHED!

I'M ON IT!

HEAVEN HELP US.

ON THE ABANDONED TIP OF **ROOSEVELT ISLAND**, OVER-LOOKING MANHATTAN, LIES THE RUINS OF THE ORIGINAL **RAVENCROFT HOSPITAL** --

--WHERE THE MOST VIOLENTLY **INSANE** CRIMINALS WERE LOCKED AWAY FOR LIFE IN **NINETEENTH CENTURY** NEW YORK.

IT'S BEEN CLOSED DOWN SINCE THE OPENING OF THE MORE HUMANE **INSTITUTE** ACROSS THE RIVER.

BUT THEY SAY THE GHOSTS OF THOSE TORTURED MADMEN **STILL** ROAM THE CRUMBLING HALLS...

...EVEN **TONIGHT.**

DON'T **SAY** THAT NAME -- DON'T YOU **DARE** MENTION **GARGAN!**

WHAT ARE YOU **TALKING** ABOUT? YOU--YOU **ARE** GARGAN!

Ah... OUR LITTLE SECRET, **RIGHT**, JAMESON?

"YOUR SECRET EXPERIMENT BY THAT QUACK SCIENTIST, **STILLWELL**, YA FUNDED TO FIND A SOLUTION TO YOUR **SPIDER** PROBLEM...

"...THE HIDDEN LAB IN THIS **CRUMMY**, CLOSED DOWN **DUMP** - THE PRIVATE EYE WHO'D DO **ANYTHING** FOR CHUMP CHANGE...

"...EVEN VOLUNTEER TO GET ZAPPED HALF TO **DEATH** FOR YOUR CRACKPOT **GRUDGE!**"

THE MACHINE STILL **WORKS**, YA KNOW. WANT A RIDE?

NO!

C'MON, YA FLEABAG HACK--YA ACT LIKE I'M TRYING TO **MURDER** YOU! IT'S NOT SO **BAD!** IT DIDN'T HARM **ME** ANY, **DID IT?**

Nah--YOU'RE NOT **STRONG** ENOUGH TO TAKE WHAT I DID. IT'D FRY YER BRAIN **CRISPY**... MAKE YOU **KOOKY**. I GOT **BETTER** THINGS PLANNED FOR YA.

KLIK

NOW--**L-LOOK**... I CAN MAKE YOU A **RICH** MAN... WE C-CAN GET YOU SOME **HELP**, GARGAN...

NOT **GARGAN**--

ch-RIP

ACK!

...THE SCORPION!

NEVER GARGAN AGAIN!

I DID MY TIME --THAT LIFE IS GONE!!

"ALL THOSE YEARS AS A PRIVATE EYE--

"--I THOUGHT I'D DO SOME GOOD-- MAKE A DIFFERENCE.

"BUT ALL I DID WAS FOLLOW UNFAITHFUL WIVES...

"...GET PHOTOS FOR BLACKMAILERS ...JUST TO MAKE THE RENT AND EAT."

ALL THOSE YEARS GAVE ME A LESSON ON HOW UGLY THE AVERAGE JOE IS--

--HOW ALL THAT MORAL JUNK YA PEDDLE IN YER PAPER IS A FAT LOAD OF BUNK.

YA'D CHOKE ON ALL THE MISERY I HAD TO SWALLOW DURING THOSE YEARS ON THE STREET.

I JUST WASHED IT DOWN WITH MY OLD CHEAP BOTTLE-- WAITING--HOPING--

--PRAYING FOR A TICKET OUT OF MY TWO-BIT, RAT-INFESTED OFFICE.

AND YOU GAVE IT TO ME, JERK.

YOU THOUGHT YOU'D CREATED THE PERFECT LITTLE SLAVE-- BUT YA SET FREE THE SCORPION! NO MORE, LITTLE MAN! NEVER AGAIN!

...I DON'T LIKE YOU. TO BLAZES WITH MY BOSS'S ORDERS! I'M GOING TO TEAR YOU OPEN AND CHOKE YOU WITH YOUR OWN INTESTINES. THEN I'M GOING TO START HAVIN' SOME FUN WITH YA...

I GOT THE POWER TO RISE ABOVE YA ALL! LEAVE YA A BIG, BLOODY MESS... Haha... I GOT ANOTHER SECRET FOR YA, JAMESON...

FUN? YOU SHOULD'VE WARNED ME--

--I WOULD'VE BROUGHT MY POLKA RECORDS AND STALE CHIPS.

DON'T WORRY, THOUGH...

...STILL SOUNDS LIKE A KICK!

MS. MADISON'S GUESS ABOUT SCORPY HOLING UP WHERE HE WAS FIRST CREATED WAS RIGHT--

NOW IF I CAN TAKE HIM DOWN QUICK-- BEFORE I COLLAPSE--!

Thump

ARGGH!

KR-ASSH

Oh, MAN... JONAH, YOU'RE PARALYZED... MEANS I'M TOO LATE! YOU'RE ALREADY STUNG!

WHAT AM I GOING TO DO NOW? I'M SEIZING-UP FROM THE POISON...

...GETTING DIZZY...

...BLACKING OUT...

...I... REFUSE TO GIVE... UP... CAN'T BLACK OUT...

SCHWIIR

BLACK OUT?! I'M NOT GONNA GIVE YA TIME TA BLEED!

CH

CK

Unh!

YER NOT GETTIN' AWAY THIS TIME.

NOT TILL I GET THE CHANCE TO SHUT THAT WISE-CRACKING MOUTH OF YOURS--FOR GOOD!

WHERE ARE YA? YOU CAN'T HIDE! I'M GONNA FIND YA AND THEN I'M GONNA WRING YER NECK UNTIL THOSE BIG POPEYES OF YOURS GO SHOOTIN' OUT EAST AN' WEST!

YOU THOUGHT YOU COULD BEAT AROUND OL' MAC GARGAN* -- WELL THIS 'DEAD' MAN'S GONNA TEACH YA A LESSON, EVEN IF I GOTTA CRACK OPEN YER SKULL AND BEAT IT INTO YOUR SQUISHY BRAIN!

*IT WAS THE OTHER SPIDER-MAN, PETER PARKER, WAAAAY BACK IN SPEC. SPIDER-MAN #216 --THE OTHER RALF.

DID SOMEBODY ORDER A SIDE OF CRACKED SKULL OVER-EASY?

CHAKK

B

R-

KRAK

YOU'RE GONNA SUFFER FOR THAT, PUNK!

HOLD THAT POSE, SWEETIE, IT'S A KODAK MOMENT!

Thwip

Thwip

Thwip

Thwip

USED UP ALL MY WEB-FLUID...

...HOPE THAT HOLDS HIM. THAT PUNCH TOOK ALL I HAD. CAN BARELY STAND...

...FEELS LIKE THE WHOLE ROOM'S SHAKING.

IT IS SHAKING!

KRA-KOOM!!

YARRGH!! OVER HERE, FLY-WEIGHT!!

HOPE YA HAD FUN WITH YER SNOT-SPRAY, KID--

--'CAUSE NOW IT'S MY TURN!!

AN' I'M SICK'A YA WALKIN' AWAY EVERY TIME! THIS TIME I'M NOT GONNA STOP TILL I SEE YOUR HEART STOP BEATIN'... IN MY HAND!!

...SO FAST... CAN'T SEE HIM COMING! GARRGH!

CHOK

... NOT GOING TO LET HIM BEAT ME... WON'T--

CHOK

--Fall!

CH-

KRAK

Hah-Hah!

DON'T MOVE, INSECT--

--I DON'T WANT TO MISS YOUR SPINE!

LET THE SPIDER-GUY ALONE, CREEP!

WHY DON'T YOU TRY PICKING ON SOMEONE YOUR OWN SIZE?

YOU'RE THE CAVALRY, CAGE?

NO, WE'RE THE CAVALRY!

SWEET CHRISTMAS!

HEY, SPIDEY, YOUR HUNCH ABOUT THE LAB WAS RIGHT!

DANNY SHOWED UP AND HELPED US FIND WHERE THE ANTIDOTE TO THE SCORPION'S NEURO-TOXIN WAS! WE GOT IT!!

THINK QUICK-- CATCH!!

I GOT IT!

SSSSZZ

FWIT

YOU'RE OUT OF YOUR LEAGUE, SCORPION. YOUR EXOSKELETON AND ELECTROCHEMICALLY ENHANCED METABOLISM MAKE YOU STRONG--

--BUT I AM DEADLY BY NATURE!

I AM A LIVING WEAPON--MY MIND AND BODY ARE ONE...

...umh... NOVICE.

SLINK

CRANE DEFENSE TO HALT STINGER!

WHUMP

TAKE IT AWAY, LUKE!

DRAGON STOMP TO SEND HIM TO CAGE!

I GOT HIM, FIST.

FASTEN YOUR SEATBELT, UGLY--

KRRIKSHH

'CAUSE THIS IS GOING TO GET A MITE BUMPY!

LUKE!

YOU OKAY?!

NO - HE'S NOT OKAY. THIS DUMB FREIGHT TRAIN JUST GOT DERAILED.

AND YOU'RE NEXT, YA LONG-HAIRED WEIRDO!

DON'T YOU REALIZE WHO YOU'RE UP AGAINST?

I'M THE SCORPION!

WHO THE BLAZES DO YOU THINK YOU ARE?!

MUST CONCENTRATE... DRAW ALL MY POWER -- MY CHI INTO MY HAND. MAKE IT GLOW -- LIKE UNTO A THING OF IRON!

SHWIR

I AM...

...THE IRON FIST!

AND I'VE TAKEN DOWN A LOT TOUGHER THAN YOU!!

ARRGHH!!

YA SHATTERED MY TAIL!

HEY, HOLD THAT TAIL--THIS *STRINGY KID'S* GOT FIRST DIBS ON YOUR DANCE TICKET!

YOU!

ME! AIN'T I *PRETTY* WHEN I'VE BEEN POISONED TO WITHIN AN INCH OF MY *DEMISE* AND MADE ANGRY AS THE *DICKENS?!*

AND *YES*--I AM FEELING MUCH BETTER. THANK YOU FOR YOUR CONCERN!

JUST IN CASE YOU HAD YOUR *DOUBTS*--

ARGH!

TAMP

-I'VE STILL GOT MY *ONE-TWO PUNCH!*

HECK, I STILL GOT PUNCHES THREE THROUGH *NINETY-NINE!*

UNGHN!

TAMP TAMP TAMP

WITH MY *SPIDEY-SENSE* TO BACK ME UP, SCORPY CAN'T CATCH ME OFF GUARD ENOUGH TO LAND A PUNCH!

AND ONE MORE, JUST 'CAUSE YOU'RE *UGLY* AND *GREEN*... Hey--

--YOU'RE NOT LOOKIN' SO *HOT*. NOT GETTING YOUR *VITAMINS?*

STAND STILL YA *GNAT*...

...GONNA *CRUSH*... YA...

HEY, MISTER, JUST KEEP DRINKING. THIS SERUM SHOULD TAKE CARE OF ALL THE *NEURO-TOXIN*. THE PARALYSIS AND PAIN SHOULD BE WEARING OFF ANY SEC' NOW.

SPIDER-MAN IS FIGHTING THE *SCORPION*.

BUT DON'T WORRY ANY, I THINK THAT *SPIDER-MAN*--

My vision's still... *FUZZY* hearing *Noises*... wh-what's going on here?

I HOPE THE *SCORPION* *FLATTENS* THAT WEB-HEADED *MENACE* TO A BIG WET *SMEAR*!

I HOPE THE-- *Oh my God*, WHAT AM I *SAYING* THE SCORPION WAS TRYING TO *KILL ME*?

NAH! I'M GETTING *SOFT* IN MY OLD AGE. SO MANY COSTUMED *FREAKS* RUNNING AROUND... LIKE THE INMATES ARE *RUNNING* THE ASYLUM!

I *REFUSE* TO LET MY LOVE OF MY FELLOW MAN CLOUD MY JUDGMENT AGAINST THAT COSTUMED MENACE!

MY *Heart*... Can't die... the *Scorpion*... can't die... not... like... *this*...

I'm... the...

...ACK!

HOLY *COW!*

I... I *COULD'VE* *KILLED* HIM!

ACK!!

I DIDN'T.

SOMEONE ELSE *DID*. SOMEONE WHO DIDN'T WANT THIS ANGRY CAMPER TO BE TRACED BACK TO HIM OR HER.

SAME SYSTEM THAT MADE THE SCORPION'S NEURO-TOXIN WAS ALSO DESIGNED TO PUMP *HIM* FULL OF IT IF IT LOOKED LIKE HE WAS ABOUT TO BE BEATEN.

WELL, THERE WAS *ONE* DEATH I WASN'T ABLE TO STOP TONIGHT-- EVEN IF IT WAS *GARGAN*. OR SHOULD I SAY "THE *SCORPION*" OUT OF RESPECT FOR THE *DEAD*?

BUT WHOEVER'S RESPONSIBLE FOR THIS IS GOING TO BE *SORRY* WHEN I CATCH UP WITH THEM ... *VERY* SORRY.

HEY, DON'T MIND *ME*, JUST BEING A *PARTY POOPER*.

YOU GUYS WORKED WELL BACK THERE-- ALMOST LIKE A *TEAM*.

GO FIGURE!

NEED A HAND?

COME ON, JONAH!

AREN'T YOU EVEN GOING TO *THANK* ME FOR SAVING YOUR LIFE?

DON'T EVEN *PRETEND* YOU'RE FOOLING ME, SPIDER-MAN!

YOU CAN PLAY LIKE YOU'RE ONE OF THE GOOD GUYS SO *CAGE* AND *IRON FIST* DON'T TAKE YOU IN--

--BUT DON'T *THINK* I DIDN'T KNOW ALL ALONG WHAT *YOU* AND THE *SCORPION* WERE UP TO!

HEY-- W-W-WHAT ARE YOU D-D-DOING?!

SMILE-- I'M SAVING YOUR *GRUMPY* HIDE--

--BY HANDING YOU OVER TO YOUR "*GOOD GUYS*"--

--SO CAGE CAN FEEL FREE TO COLLECT THE BIG *FAT FEE* THAT *ROBBIE ROBERTSON* AND YOUR *BUGLE* ARE PAYING FOR YOUR RETURN!

AHEEE

HehHehHeh... HEY, HERE'S MY *RENT* FOR THIS MONTH! HOW'RE YOU *FEELING*?

BUMP

PUT ME *DOWN*, YOU BIG *THUG*!

HA HA AH AHA

Hmph!

ROBBIE AND I ARE GOING TO HAVE A TALK ABOUT THE *DAILY BUGLE* AND COMPANY *POLICIES*.

WE'RE RUNNING A *PAPER*-- NOT A SOUP KITCHEN TO SUBSIDIZE *THUGS* AND *PUBLICITY SEEKERS!*

CONGRATULATIONS, *PARTNER*. WE GOT SLAPPED AROUND, BUT WE DID *GOOD* BACK THERE. PROBABLY SAVED *SPIDER-MAN'S* LIFE.

SEE-- YOU MADE THE RIGHT CHOICE. AS LONG AS YOU *TRY* TO DO RIGHT, YOU'RE *NOT* A FAILURE.

NO. YOU WERE *RIGHT* ABOUT US CHOOSING TO BE HEROES. BUT I WAS A FAILURE AS A HERO. I SHOULD'VE HELPED FROM THE *START*. THERE SHOULDN'T HAVE BEEN *ANY* HESITATION -- JUST LIKE THE OLD DAYS.

I HOPE TO SEE YOU AGAIN SOME DAY, LUKE. YOU *KNOW* YOU WERE THE BEST FRIEND I COULD EVER HAVE.

MISTY-- I *LOVE* YOU. BUT I HAVE TO LEAVE...

...I HAVE TO GO AND FIND THAT *TRUTH* I LOST SOMEWHERE ALONG THE PATH OF LIFE.

DANNY-- *PLEASE* DON'T... GO. WHY DO YOU HAVE TO MAKE EVERYTHING SO *HARD*?

WHERE DO YOU THINK YOU'RE GOING TO FIND THIS *TRUTH*?

I'LL KNOW WHEN I GET THERE.*

*HE GETS THERE IN THE *IRON FIST* LIMITED SERIES APPEARING SOON. WATCH FOR IT!

-FU MAC CHU

SLAM

EVERYBODY FREEZE!

WE'RE CODE:BLUE --NYPD-- AND WE HAVE A WARRANT FOR THE ARREST OF MAC GARGAN-- ALSO KNOWN AS THE SCORPION!

GUYS, DID YA HAVE TA COME SO EARLY?

WE BARELY HAD TIME TO SELL THE BOOK RIGHTS, MAKE THE T.V. MOVIE, BURY THE POOR GUY, HOLD A MEMORIAL, MAKE THE ACTION FIGURE, DO THE CARTOON, CANCEL THE CARTOON, SYNDICATE TH.....

NOW YOU BOYS BE CAREFUL! WE DON'T WANT THE CORPSE-- Oh, I MEAN THE PERPETRATOR-- GETTING AWAY!

HARDY HAR HAR!

WHY DON'T YOU GO EAT SOME BUGS OR SOMETHING?

"SIR, WE'VE GOT THE CODE:BLUE VAN IN SIGHT."

"HAS THE REMOTE TRIGGER ON THE NEURO-SERUM INJECTOR BEEN ACTIVATED?"

"IT HAS AS OF...NOW! NO ALPHA WAVE ACTIVITIES--THAT'S NORMAL. GIVE THE BRAIN TEN SECONDS... RESPIRATORY AND PULMONARY SIX SECONDS AFTER THAT..."

"GOOD. STAY CLOSE AND REPORT...

"...I WANT TO SEE HOW WELL OUR BOY OPERATES."

"STAYING CLOSE."

STONE, CALL ME 'CHICKEN'--BUT THE SCORPION'S GIVING ME THE CREEPS!

IF I DIDN'T KNOW BETTER, I'D SAY HE WAS--

--ALIVE.

TIK

BRA-

KOOM!

GRARRGH! WHAT WERE YOU JERKS SCREAMIN' ABOUT?!

DON'T YA KNOW IT'S PART OF A SCORPION'S NATURE TO PLAY DEAD?

'COURSE, IF I HAD THE TIME TO FINISH THE JOB, YOU GUYS WOULD GET LOTS O' PRACTICE AT THAT!

NOW I GOT TA GET BACK TO SPIDER-MAN SO I CAN USE THAT WISE-CRACKING CREEP FOR A WISHBONE!

AND I GOT A LOT OF WISHES TO MAKE!!

GAR-uh--I MEAN SCORPION, THE BOSS WANTS YOU TO COME BACK IMMEDIATELY.

HE WANTS TO GET YOUR GEAR FIXED UP SO SPIDEY AND HIS PALS CAN'T BUST IT AGAIN.

HE SAID TO TELL YOU HE'S GOT A PLAN TO TAKE EVERYONE DOWN...

...AND IT INVOLVES A LOT OF BLOOD AND BROKEN BONES!

THIS RAND/MEACHUM THING MAY HAVE BEEN A BUST, BUT IT WAS JUST THE PRELUDE!

SOUNDS GOOD TO ME.

HE ALWAYS KNOWS HOW TO PUSH MY BUTTONS!

LEAD ON...THE NIGHT'S YOUNG!

MIDTOWN--A BEAUTIFUL SMOGGY MORNING AT THE ONLY OPEN THEATER IN TIMES SQUARE.

GEM

WELL, IT LOOKS LIKE THE GEM IS SAVED. SORRY THERE WASN'T MORE REWARD MONEY LEFT TO FIX THE DAMAGE THE SCORPION DID.

POP

Gatora

THIRST QUENCH

MAYBE MISTY COULD GET YOU A FANCY TEMPORARY OFFICE ELSEWHERE TILL WE GET THE JOINT SPIFFY AGAIN?

GRIFFITH, OL' PAL, THIS TWO-BIT, RAT-INFESTED, DRAFTY, COLD OFFICE IS LIKE A CASTLE TO ME.

AND I'M THE KING WITHIN THESE FOUR-- WELL, THREE-AND-A-HALF WALLS!

YOU COULDN'T PAY ME ENOUGH TO PUT MY FEET UP ON THE DESK ANYWHERE ELSE!

DOWNTOWN--FREE BREAKFAST AND THE MORNING NEWS BEFORE THE A.M. RUSH CROWD COMES IN...

DAILY GRIND

--LUCKILY SAVED. BUT I HAVE PROOF THAT THAT SPIDER-MAN MENACE WAS IN CAHOOTS WITH THE SCORPION!

DAILY GRIN

THAT COSTUMED DOPE LEFT HIS GLOVE AT THE SCENE OF THE KIDNAPPING! * I ASK YOU--

*LOOK CLOSELY ON PAGE 10, EAGLE-EYED SPIDEY FANS! -- SHERLOCK RALF

BEN! ARE YOU OKAY?!

GRRR...

Oh... YEAH, SHIRLEY. DON'T WORRY--IT'S JUST THE STING OF CONSCIENCE.

GUESS IT SHOWS I MADE THE RIGHT DECISION FOR ONCE!

The END

MARVEL COMICS

SPIDER-MAN

SEP. '96 4

SPIDER-MAN® TEAM-UP FEATURING AVENGERS®

APPROVED BY THE COMICS CODE AUTHORITY

WEBS OF TIME!

Prologue:

VRRRRRRR

ONCE UPON A TIME...

...AT THE TEMPLE OF TIROD, IN MEXICO...

<LISTEN, HECTOR, ANOTHER TOURIST WHO CAN'T READ SPANISH!>*

<YOU IN THE JEEP! THIS TEMPLE IS **CLOSED!** TURN AROUND AND GO BACK!>

*SINCE SOME OF YOU MIGHT NOT BE ABLE TO AS WELL, WE'VE PROVIDED TRANSLATIONS! --YE CONSIDERATE EDITORS.

<OH, COME ON, OFFICERS. WE WERE TOLD THOSE WARNINGS WEREN'T FOR **LOCALS.** MY BROTHER RUFINO AND I HAVE COME HERE **PLENTY** OF TIMES BEFORE.>

<OOOH-- THAT COULD BE FUN-->

<ROSITA! SIT DOWN BEFORE YOU REALLY GET 'EM MAD!>

<C'MON--YOU DON'T NEED THOSE GREAT BIG GUNS. DO I LOOK... **DANGEROUS** TO YOU?>

<ROSITA... DON'T GET CARRIED AWAY-->

<I TELL YOU--I DON'T KNOW WHY I LET YOU TALK ME INTO THESE THINGS--!>

<GIRL--YOU LOOK MORE DANGEROUS THAN A **HUNDRED** GUNS--BUT WE GOT OUR ORDERS-->

<OH, SHUT UP, WIMP. IT WORKED LIKE A CHARM, DIDN'T IT?>

<NOW TURN THIS BUGGY AROUND AND GO BACK TO TOWN BEFORE I PUT YOU OVER MY KNEE AND **SPANK** YOU!>

OKAY, GUYS--WE DONE **OUR** PART--PIECE OF CAKE. HOW YOU DOIN'?

FINE, FINE, ROSITA. NOW KEEP IT DOWN, OKAY?

CHERYL AND I ARE AT THE REAR ACCESSWAY NOW-- THANKS FOR THE DIVERSION.

THIS IS SO COOL!

HEY, BABE, I PROMISED YOU SOME *EXCITEMENT* ON THIS HONEYMOON, DIDN'T I?

CHECK OUT THOSE CARVINGS! THE GUYS BACK IN SCHOOL ARE GONNA BE GREEN WITH ENVY! CAMERA LOADED?

YEP. HIGH-SPEED FILM ALL WOUND IN. I STILL DON'T GET WHY THEY SHUT DOWN THIS TOURIST ATTRACTION.

SOME SILLY SUPERSTITION, FROM WHAT I HEARD. YOU KNOW HOW IGNORANT THESE LOCALS--

WHAT WAS THAT?

TEDDY, I HEARD SOMETHING --IT WAS COMING FROM OVER THERE! THE GUARDS--YOU DON'T THINK--?

shhsh. THE GUARDS COULDN'T'VE GOTTEN BACK HERE THAT FAST. PROBABLY JUST SOME ANIMAL, OR INSECT, OR SOMETHIN'.

STAY HERE--I'LL TAKE A LOOK...

NO WAY-- WAIT FOR ME.

WILL YOU CHILL OUT, BABE? I TOLD YA--IT'S PROBABLY NOTHING MORE THAN A--A BIG **SPIDER** OR SOMETHING!

‹Y'HEAR THAT, ROSITA?! JUST LIKE THE TOWNSPEOPLE SAID--!›

‹SHUT UP! GOD, RUFINO--HOW I WISH YOU **WERE** MY **BROTHER**!›

‹IT'S GETTING SO EMBARRASSING CALLING YOU MY **BOYFRIEND**! SUCH A--›

CHERYL-- OH MY GOD! BABY, RUN! **RUN**!

RUFINO! ROSITA! GET THE GUARDS! PLEASE! THERE'S--

EEEEEAAAAAARRR!

¡MADRE DE DIOS!

<JUAN--DID YOU HEAR THAT?!>

<YOU THINK I'M DEAF? 'COURSE I HEARD IT!>

<C'MON!!>

<RUFINO! WHAT ARE YOU DOING?! STOP!!>

¡NO!

<I DON'T CARE **HOW** MUCH THOSE CRAZY GRINGOS PAY ME--AIN'T ENOUGH PESOS IN THE WORLD TO GET ME TO GO IN THERE AFTER 'EM!>

<WE'RE GETTING OUT OF HERE, ROSITA! **NOW!**-->

"<--BEFORE 'EL ARAÑA DEL DIABLO' COMES AFTER **US**, TOO!>"

¡MADRE DE DIOS!

〈MY GOD, I--I DIDN'T BELIEVE IT-- BUT THE LEGENDS WERE TRUE! LOOK AT THE SIZE OF THAT WEB!〉
〈AND THE VICTIMS-- THEY'RE SO OLD! HOW COULD SUCH OLD FOLKS GET ALL THE WAY UP HERE?〉
〈NO, HECTOR-- THESE COULDN'T BE THE ONES WE HEARD SCREAM-- LOOK AT THEIR CLOTHES! THESE BODIES MUST HAVE BEEN HANGING HERE FOR YEARS!〉
〈BUT--THAT CAMERA. THAT'S THIS YEAR'S MODEL-- BUT IT LOOKS JUST AS OLD AS EVERY-THING ELSE!〉
〈JUAN, LET'S GET OUTTA HERE --NOW! WHATEVER MONSTER'S DONE THIS, WE DON'T--〉
〈WHAT WAS THAT?〉
〈A SHADOW-- MOVING TOWARD US--〉
...PADRE NUESTRO QUE ESTA EN EL CIELO...
AAAARRRHH!

ONCE UPON A SOME-TIME LATER...

...NEW YORK CITY, NEW YORK...

BING-BONG! BING-BONG!

WELCOME TO AVENGERS MANSION. PLEASE STEP IN FRONT OF THE SECURITY CAMERA TO YOUR RIGHT AND IDENTIFY YOURSELF.

SERVICE ENTRANCE

OH, MADAM, IT'S YOU. I DON'T UNDERSTAND... WHY ARE YOU ENTERING THROUGH THE SERVICE ENTRANCE?

IT WAS THE CLOSEST TO THE PARKING GARAGE, JARVIS. I CAN'T GET TO MY KEY-CARD. DO YOU MIND?

I.D. CODE: DARK CONDIMENT.

THANKS FOR AGREEING TO COME WITH ME, WANDA. I KNOW WHAT SHORT NOTICE THIS WAS.

NO PROBLEM, NATASHA. BELIEVE ME, IT'LL BE GOOD FOR US GIRLS TO ENJOY A NIGHT OUT.

I HAVEN'T BEEN TO AN ART SHOW IN WELL OVER A YEAR. I ADORE THE IMPRESSIONISTS.

I'M JUST SORRY CLINT HAD TO CANCEL.

YES--ALTHOUGH I'M NOT SO SURE HE WAS EVER THAT EXCITED ABOUT GOING, ANYWAY. I THINK HE THOUGHT IT WAS GOING TO BE A *RICH LITTLE* SHOW.

JARVIS--WHO WAS AT THE DOOR AT THIS TIME OF NIGHT?

SOME MORE OF THE STARK INTERNATIONAL SECURITY FILES BEING DELIVERED, MISS ROMANOVA.

BY MESSENGER? WHY DIDN'T THEY JUST *MODEM* THEM IN?

MASTER STARK'S ORDERS, MISS WANDA. HE WISHED THEM HAND-DELIVERED-- BY *DARK CONDIMENT.*

Hmmmmmm.

Stan Lee Presents:

WEBS OF TIME

THAT TEARS IT, TIN-MAN! IT'S TIME YOU AND ME SETTLED THIS WAR, RIGHT HERE, RIGHT NOW!

YA HEAR ME, RUST-PILE? NOW IT'S JUST DOWN TO YOU AND ME!

SUITS ME, CUPID! LET'S SEE WHAT YOU GOT!

Chapter One:

TIME WAITS FOR NO ONE

TONY, MONITORS INDICATE YOUR ASSAULT SYSTEMS CHARTING UP WELL PAST FILE BASELINE.

POWER DOWN 30%. THAT ARMOR IN THE VIDEO DIDN'T HAVE THE *PLASMA-DISRUPTORS* YOU'RE FIRING UP.

THIS IS THE ARMOR HE SELECTED, JAN. THIS IS THE ONE HE'S GOING TO HAVE TO *SURVIVE* IN.

BOY, HANK-- WHY DIDN'T YOU AND CLINT JUST LET HIM PUT ON THE *OLD* ARMOR FOR THIS TEST, THEN? YOU'RE PUTTING A KID INTO A LAMBORGHINI AND TELLING HIM HE CAN ONLY DO 15 MPH.

THAT'S ONE OF THE POINTS OF THIS EXERCISE: TO KNOW JUST HOW MUCH POWER IS NECESSARY FOR A SPECIFIC BATTLE STRATEGY.

YEAH? FEELS MORE LIKE A MIDNIGHT SCREENING OF THE *ROCKY HORROR PICTURE SHOW*--

OH, YEAH-- YOU'VE NEVER BEEN TO ONE OF THOSE--

THIS IS *SERIOUS*, JAN. THE *OTHER* TONY MAY NOT HAVE HAD ACCESS TO SUCH POWER WHEN HE WAS NINETEEN-- BUT *THIS* TONY *DOES*--

--AND WE HAVE TO KNOW WHETHER OR NOT HE CAN *CONTROL* IT!

OKAY, HAWKEYE AND IRON MAN-- PLAYBACK OFF--

Y' HEARD THE BIG GUY, KID! *IMPROVISE!*

IRON MAN'S BRAIN DESPERATELY RACES THROUGH ALL THE INFORMATION, HIS MIND TRYING TO OUTRUN THE POINTED SHAFT ZOOMING TOWARD HIM...

THE ARROW HAS A CONCUSSIVE MECHANISM, HE REMEMBERS-- IT CAN PULVERIZE HIS BRAIN UPON IMPACT--

--NOT TO MENTION WHAT IT'LL DO TO HIS DAMAGED HEART.

IT'S GOT A MAGNETIC TRACKER THAT WILL FOLLOW HIM WHEREVER HE GOES--

REMEMBER EVERYTHING ON THE TAPE! WHAT DO YOU DO NOW? *WHAT DO YOU DO?!*

"WHAT DO YOU DO?"

WHATEVER YOU CAN.

A WIDE-FIELD BURST FROM HIS REPULSORS EXPLODES THE DEADLY SHAFT MERE INCHES FROM HIS IRON SKIN--

--SENDING CONCENTRIC WAVES OF CONCUSSIVE ENERGY COURSING OUTWARD-- ELECTRIFYING EVERYTHING IN ITS WIDENING PATH--

--INCLUDING--

uh-oh.

YOWW!

ROGER THAT, HAWKEYE! ACTIVATING REMOTE OVERRIDE--

NO!!

HOW'S THAT FOR IMPROVISATION, *huh*, MR. HAWKEYE?

DIDN'T THINK I COULD DO IT, DID YOU? DIDN'T THINK A *KID* COULD FIGURE OUT HOW TO--

THIS ARMOR IS *MINE*! I'LL TAKE CARE OF THIS-- MY WAY!!

ALL I HAVE TO DO IS ACCESS MY AUXILIARY TRANSFORMER--

--ABSORB ALL THE RUNAWAY ENERGY-- LIKE *THIS*!

YOU *IDIOT*! THAT'S EXACTLY WHAT YOU *WEREN'T* SUPPOSED TO DO!

HANK! TURN THIS SUCKER OFF BEFORE THE KID FRIES IN THERE!

BTOOOM!

OH, MY LORD, TONY --WHAT DID YOU DO?

I--I DON'T KNOW-- I WAS ABSORBING THE ENERGY INTO THE ARMOR'S POWER CELLS--

--NEXT THING I KNEW --BOOM!

WAIT A MINUTE--WHERE'S HAWKEYE?

CLINT!!

CALM DOWN, TONY. YOU'RE NOT GOING TO ACCOMPLISH ANYTHING BY PANICKING. IT'S YOUR IMPULSIVENESS THAT CAUSED THIS TO BEGIN WITH.

BY FORCE-FEEDING THAT MUCH ENERGY INTO YOUR REPULSORS' POWER CELLS WITHOUT RECALIBRATING THE FEED, YOU OVERLOADED THE SYSTEM!

FOR PITY'S SAKE, HANK, WILL YOU LIGHTEN UP ON THE POOR BOY? HE'S FEELING BAD ENOUGH AS IT IS!

HOW DO YOU THINK HE'S GOING TO FEEL WHEN WE FIND--

--CLINT?!

NO... HE WAS HERE--I KNOW HE WAS...

DEAR LORD... I'VE... DISINTEGRATED HIM...

MADE AN ASH OUT OF HIM, eh?

Huh? YOU'RE JOKING?! AT A TIME LIKE THIS?!

HEY, NO TIME LIKE THE PRESENT.

OKAY, CLINT, PLAYTIME'S OVER! COME OUT, COME OUT, WHEREVER YOU ARE!

HI, THERE!

HEY, DON'T LOOK SO SURPRISED, SHELL-HEAD. YOU DESIGNED THIS EXERCISE ROOM, AFTER ALL-- ESCAPE HATCHES AND ALL.

OR, TO BE PRECISE, YOU WILL DESIGN IT-- FIVE YEARS AGO.

LOOKS LIKE YOUR EDUCATION STILL NEEDS A LOT OF WORK, LITTLE ANTHONY.

THE WORLD AT LARGE DOESN'T KNOW THAT THE ORIGINAL IRON MAN IS DEAD, REPLACED BY A YOUNGER VERSION OF HIMSELF PLUCKED FROM THE PAST.*

IF WE'RE GONNA KEEP 'EM FOOLED, WE GOTTA GET YOU UP TO THE OLDER TONY'S EXPERIENCE LEVEL.

THAT IS, IF YOU DON'T LET THAT NASTY TEMPER GET THE BETTER OF YOU.

*AS SEEN IN THE AVENGERS' "TIMESLIDE" SAGA -- TOM.

EXCUSE ME, SIRS. SORRY TO INTERRUPT.

EXCELLENT! I'LL SEE HER RIGHT AWAY.

MASTER STARK, THE PACKAGE YOU REQUESTED HAS ARRIVED.

HER?

Hmmmm.

JAMAICA, NEW YORK. SAME TIME.

...AND THAT'S PRETTY MUCH LIKE WE LEFT IT, TANISHA. YOU KNOW HOW SAMMY GETS ON PAYDAYS.

PEREZ FOODS

THAT AIN'T NO CANDY, CHILD. MOMMA DON'T WANT YOU TO GO NEAR THOSE MEN EVER, 'HEAR?

SEE, BEVERLY? THIS NEIGHBORHOOD'S HARD ENOUGH TO RAISE KIDS IN WITHOUT YOUR OL' MAN MAKIN' IT ANY HARDER!

NEW YORK

THAT'S CHUMP TALK, GIRL. IF'N MY OL' MAN WERE GAMBLIN' AND DRINKIN' HIS PAYCHECK AWAY EV'RY WEEK, LORD GIRL, YOU CAN BE SURE I'D BE AT THE PLANT EV'RY PAY-DAY TO MAKE SURE ME 'N' THE KIDS GOT TOOK CARE OF FIRST!

MOMMA-- THERE'S THOSE MEN AGAIN. THE ONES WITH CANDY.

PEREZ FOODS

TANISHA, MAYBE WE SHOULD CROSS THE STREET--

YEAH, OKAY-- BUT ONLY 'CAUSE LONNIE'S WITH ME. I AIN'T SCARED--

THE SOUNDS OF THE CITY ARE BURIED BENEATH THE SCREAM OF RUBBER TIRES TEARING INTO ASPHALT--!

SCREEEEEEEECH!

IN THIS NEIGHBOR-HOOD, IT IS A SCREAM ALL TOO FAMILIAR.

AS FAMILIAR AS THE SCREAM OF SEMI-AUTOMATIC WEAPONS BLASTING OUT FROM A SPEEDING CAR'S WINDOW.

AS FAMILIAR AS THE SCREAMS OF WOULD-BE DRUG LORDS HAVING THEIR LOATHSOME REIGN TERMIN-ATED IN A HAIL OF HOT METAL.

AS FAMILIAR AS THE SCREAMS OF FOUR INNOCENT BYSTANDERS GAPING HELPLESS-LY AS DEATH BARRELS DOWN TOWARD THEM AT 50 MILES PER HOUR.

BUT, FROM DEEP WITHIN THE CHORUS OF SCREAMS COMES A WHISPER.

TTHWWIPP!

A GASP.

AND AFTER ONE FINAL BLARE, THE SCREAMING STOPS.

AND ONCE AGAIN THE GASP IS HEARD.

FROM ABOVE--PERHAPS FROM HEAVEN, WHERE MIRACLES ARE COMMONPLACE.

SWEET MOTHER OF MERCY...

ALRIGHT, YA MUGS! LICENSE AND REGISTRATION, PLEASE!

SPEEDING, RECKLESS DRIVING, SHOOTING DRUG DEALERS OUT OF SEASON, WEARING REALLY UGLY MASKS--

OH YEAH, WE'RE GONNA HAVE TO FIND ONE BIG SUCKER OF A BOOK TO THROW AT YOU GUYS!

I'M MAKIN' A CITIZEN'S ARREST, OKAY? HOW'S ABOUT MAKIN' IT EASY FOR ME AND PUTTIN' DOWN THOSE GUNS, hmmm?

THOUGHT NOT. Ahh, YOUTH... SO PREDICTABLE.

THIS SHOULD BE FUN.

OH MAN, THIS IS GREAT! THIS IS SO FREAKIN' GREAT!

I'M GONNA MAKE A *FORTUNE* WITH THIS VIDEO!

HUSH, LONNIE. EV'RYTHIN'S FINE NOW. NUTHIN' TO BE ASCARED OF, NO. HUSH NOW, BABY.

"THE GOOD LORD'S SENT US A GUARDIAN ANGEL. EV'RYTHIN'S GONNA BE JUST *FINE*."

YO, DARYL! SEE THAT? DIDN'T TAKE SPIDER-MAN EVEN A MINUTE TO DOWN THOSE HOMEYS!

YEAH, COOL, CHI, BUT WHERE'S HE TAKIN' 'EM? HE USUALLY LEAVES 'EM FOR THE COPS! WASSUPWIDDAT, *huh?*

BEATS ME-- YO, CHECK OUT THE WHEELS! THAT'S A *NINETY-SIX*, BRO-- LOOKS LIKE IT'S MORE'N A *HUNDRED YEARS OLD!*

HOW'D THEY DO THAT, *huh?*

MAN-O-MAN, THIS IS SO FREAKIN' WEIRD!

Mm-hmm-- OH YEAH, I HEAR THAT!

AVENGERS MANSION.

WHOA-- I SURE GREW UP TO BE ONE BUSY LITTLE BEE, DIDN'T I?

WITH ALL THE RESPONSIBILITIES RUNNING STARK INDUSTRIES, *PLUS* JETTING AROUND HAVING ADVENTURES AS IRON MAN, IT'S A MIRACLE I HAD ANY TIME FOR A SOCIAL LIFE.

NO WONDER I STARTED DRINKING.

IT DIDN'T ACTUALLY GET TOO BAD UNTIL A FEW YEARS AFTER YOU-- UM-- TONY-- GOT BACK FROM THE JUNGLE. GOD, IT SURE FEELS WEIRD DESCRIBING YOUR ACTIONS AS AN ADULT IN THE PAST TENSE.

HEY, PEPPER, I'M GETTING USED TO IT. ANYWAY, I GOTTA SAY I'M IMPRESSED WITH YOUR THOROUGHNESS.

WELL, THAT'S WHY HE--YOU--OH, YOU KNOW WHAT I MEAN-- THAT'S WHY I GOT THE BIG BUCKS.

AMONG OTHER REASONS, I'M SURE!

OH, I THINK YOU'D BE SURPRISED. THAT TONY LOOKED UPON ME INITIALLY AS PRETTY MUCH A KID SISTER TYPE.

HE MAY HAVE BEEN A PLAYBOY, BUT AROUND GOOD OL' RELIABLE ***PEPPER POTTS***, IT WAS STRICTLY BUSINESS.

MUST HAVE BEEN ONE CLASS-A ***JERK***.

WELLLL-- I HAVE TO ADMIT TO THINKING THAT MYSELF SOMETIMES.

WHILE DEEP DOWN, YOU WANTED TO BE ONE OF MY TROPHY CONQUESTS AS WELL, DIDN'T YOU?

EXCUSE ME, TONY-- I DON'T THINK I LIKE WHERE THIS IS GOING!

WAIT, PEPPER, DON'T GO. I'M JUST TRYING TO TELL YOU THAT I'M NOT THE TONY STARK THAT'S IN THESE FILES.

THIS TONY STARK WOULD NEVER HAVE LET YOU THROW AWAY YOUR LIFE WITH A HOMELY PUG LIKE ***HAPPY HOGAN!***

THAT DOES IT--

NO-- PLEASE--

LET GO.

YOU'RE ***HURTING*** ME.

SORRY, BABE. DON'T KNOW MY OWN STRENGTH. NO HARM DONE, RIGHT?

C'MON, PEPPER-- I CAN DO MORE FOR YOU THAN THAT OTHER TONY EVER COULD HAVE DONE. MONEY, POWER-- AND I'M YOUNG ENOUGH TO *REALLY* APPRECIATE IT.

I *RESPECT* YOU, PEPPER. YOU'RE NO KID SISTER TO ME.

;cough-cough;

EXCUSE ME, SIR... MADAM. MRS. HOGAN, YOUR *HUSBAND* CALLED FROM THE PARKING GARAGE, WONDERING HOW LONG YOU'D BE.

THANK YOU, JARVIS. I'M LEAVING *NOW*.

"RESPECT," TONY? I'M *MARRIED*, REMEMBER? TO YOUR BEST FRIEND-- SOMEONE WHO'D GIVE UP HIS *LIFE* FOR YOU!

HAPPY HOGAN? BARELY KNOW THE MAN. YOU MUST HAVE ME CONFUSED WITH ANOTHER TONY STARK!

TONY-- DON'T, PLEASE--

YOU HAD HOGAN DRIVE YOU HERE?

YES, TONY-- I DIDN'T GET THE BIG BUCKS FOR BEING *STUPID*, EITHER. I SUSPECTED THAT--

WELL... I GUESS I NEVER REALIZED JUST HOW MUCH-- I'M SORRY--

PEPPER, PLEASE. I-- I'M THE ONE WHO SHOULD BE SORRY. REALLY. PLEASE... DON'T HATE ME.

HATE YOU? I COULD NEVER HATE YOU, TONY. NOT THEN, NOT NOW.

BUT THERE WERE TIMES-- LIKE *NOW*-- WHEN I JUST DIDN'T *LIKE* YOU VERY MUCH.

YOU'RE EXCUSED, JARVIS.

STARK

STUPID! STUPID! STUPID!

YES, MR. STARK.

BROOKLYN, NEW YORK. TIME PASSES INTO A NEW DAY.

AGENT GYRICH OF THE NSC.* EVERYTHING EXACTLY AS YOU FOUND IT, SERGEANT?

YESSIR. NO PROBLEM KEEPIN' OUR BOYS OUTTA THERE. I TELL YA, THEY WERE REALLY SPOOKED.

NEVER SEEN NUTHIN' LIKE THAT IN ALL MY YEARS ON THE FORCE.

*NATIONAL SECURITY COUNCIL--TOM.

uh-huh. WELL, JUST KEEP YOUR MEN BACK. WE'LL TAKE IT FROM HERE.

THIS IS THE ADDRESS, SIR. YOU WANT US TO BRIEF THE LOCAL POLICE PRESENCE?

AFFIRMATIVE. MAKE SURE THAT EVERY ONE OF THEM IS MADE TOTALLY AWARE THAT ANY LEAKS ABOUT WHAT THEY'VE SEEN IN THIS STOREHOUSE SHALL BE CONSIDERED A BREACH IN NATIONAL SECURITY.

IF ANY OF THEM UTTERS AS MUCH AS A SYLLABLE ABOUT THIS, THEY, THEIR FAMILIES, THEIR PETS, THE *FLEAS* ON THEIR PETS-- ALL OF THEM WILL DISAPPEAR FROM THE FACE OF THIS EARTH WITHOUT A TRACE. CLEAR?

AS GLASS, SIR.

REPORT, AGENT HYAMS.

FOUR BLACKS, APPROXIMATELY EIGHTY-TO-NINETY YEARS OF AGE, ALL SNARLED IN A GIANT WEB. SAME AS THE OTHERS.

POLICE FOUND I.D. IN AN OLD WALLET ON THE FLOOR INDICATING THAT A 17-YEAR-OLD BLACK NAMED JEREMIAH HUDSON MAY HAVE BEEN AT THE SCENE WHEN WHATEVER IT WAS HAPPENED.

THE POLICE ARE SEARCHING FOR HIM NOW.

TELL THEM NOT TO BOTHER, AGENT HYAMS.

I BELIEVE WE'VE FOUND MR. JEREMIAH HUDSON.

MEANWHILE, OVER THE TOWERING CITYSCAPE THAT COMPRISES MANHATTAN ISLAND, A MASSIVE, REGAL FIGURE STREAKS EASTWARD LIKE A BLOND-MANED COMET.

ONCE, NOT TOO LONG AGO, HE WAS A GOD. NOT ANYMORE.

YET, DESPITE HIS FATHER'S SPITEFUL EDICT THAT STRIPPED HIM OF HIS IMMORTALITY, THIS GOD-MADE-MAN IS STILL UNDENIABLY THOR.

AND THAT IS STILL SOMETHING WORTHY OF AWE.

STRANGE. I HAVE NOT RECEIVED AN *AVENGERS DISTRESS CALL* ON THIS CHANNEL FOR YEARS. THAT FREQUENCY WAS DISCONTINUED DUE TO INTERFERENCE WITH COMMERCIAL AIRCRAFT.

YET, IT UNDENIABLY ORIGINATED FROM THIS AREA--NEW YORK HARBOR.

41

NOTHING.

HOLD! THERE IS SOMETHING. IT'S COMING FROM BEHI--

OD'S BLOOD!

BATHAMM!

GIANT-MAN! ARE YOU ALL RIGHT? WHAT HAPPENED--?

...TRAP... HE'S GONE... CRAZY... LOOK OUT...

SPEAK NO MORE, MY MAMMOTH FRIEND. THIS INDIGNITY SHALL BE AVENGED! I DO SO SWEAR!

THEN, FROM BEHIND HIM, THOR'S EARS CATCH THE SOUND OF A FAMILIAR GASP.

THE GASP OF A **WEB-SHOOTER** BLOWING OUT ITS TWIRLING THREAD...

TUT-TUT, FABIO! DIDN'T YOUR MOM TEACH YOU NEVER TO SWEAR?

THWIP!

SPIDER-MAN?!

WOO! NICE DODGE, GOLDI-LOCKS!

BUT YOU GOTTA WORK ON THAT FOLLOW-THROUGH, THOUGH!

TRAITOROUS MISCREANT!

I KNOW NOT WHY YOU HAVE TURNED AGAINST THOSE WHO CALLED YOU FRIEND -- BUT YOU SHALL SURELY RUE THIS DAY OF BLACKEST BETRAYAL!

HOWDY, HIGH-POCKETS! MAN, YOU DON'T LOOK SO GOOD. MAYBE YOU NEED TO LIE DOWN SOME MORE, hmm?

HOW'S ABOUT I MAKE YOU YOUR VERY OWN WEB-HAMMOCK?

Ahhh-- EVEN WITHOUT THE "THEES" AND "THOUS," YOU'RE STILL ONE FOR THE COLORFUL BANTER-- NORSE ACCENT AND ALL!

C'MON-- LET ME HEAR YOU SAY "I CAN'T BELIEVE IT'S NOT BUTTER!"

NOT IN THIS LIFETIME, WALL-CRAWLER!

SNAKKT!

THMMP!

IF THIS IS YOUR IDEA OF AN AMBUSH, SPIDER-MAN, YOU DEMONSTRATE INCREDIBLY SLOPPY MILITARY STRATEGY.

PERHAPS IT'S TIME A REAL SOLDIER TEACHES YOU HOW AN OFFENSIVE ENCOUNTER SHOULD BE DONE!

CAPTAIN AMERICA!

TEN DEMERITS FOR LATENESS, MY GOOD MAN!

YOU WANT *STRATEGY*? I'LL SHOW YOU STRATEGY!

HEY! COME BACK HERE!

RUNNING AWAY WON'T DO YOU ANY GOOD NOW, WEBHEAD!

HEY, *RETREAT* IS AS SOUND A STRATEGY AS ANY! "BETTER PART OF VALOR" AND ALL THAT.

THE FOOL IS GOING BACK INTO THAT WAREHOUSE. THERE'S NO OTHER EXIT. *WE HAVE HIM!*

WE HAVE HIM DEAD TO RIGHTS!

NY

WE'VE UNCOVERED AT LEAST A HALF-DOZEN OF THESE GIANT WEBS FILLED WITH AGING CORPSES.

AND EACH LOCATION COINCIDED WITH A REPORTED SIGHTING OF *SPIDER-MAN* IN THE AREA.

WE WANT THAT KILLER BROUGHT IN FOR QUESTIONING.

AND YOU'RE THE ONES WHO ARE GOING TO BRING HIM IN.

SPIDER-MAN IS AN AVENGER. I'M GRANTING YOU THE COURTESY OF CLEANING UP YOUR OWN HOUSE BEFORE THE GOVERNMENT DOES IT FOR YOU.

MIGHTY SPORTIN' OF YA, GYRICH.

MR. GYRICH, YOU SAID THIS HAS PROBABLY BEEN GOING ON FOR MONTHS. WHY ARE YOU ONLY CONTACTING US NOW?

BECAUSE, SCARLET WITCH, LAST NIGHT SOME CITIZEN WITH A VIDEO CAMERA RECORDED SPIDER-MAN CAPTURING THE HOODS WE FOUND IN THE WEB THIS MORNING.

"IT'S ALREADY THE LEAD ON EVERY MORNING NEWS SHOW IN THE COUNTRY. TOO LATE TO SQUELCH IT NOW.

"IF SOMEONE INQUIRES AS TO THE WHEREABOUTS OF THOSE CRIMINALS, GOD HELP US ALL IF THEY FIND OUT WHAT SPIDER-MAN DID TO THEM."

SPIDER-MAN?!

OH, NO--THAT CAN'T BE RIGHT! I WAS RIDING BACK FROM JERSEY LAST NIGHT!

GREAT, REILLY, JUST FREAKIN' GREAT! JUST WHAT YOU NEEDED-- *ANOTHER* ONE!

FOR CRYING OUT LOUD --HOW MANY OF THESE BLASTED CLONES *ARE* THERE?!

IT'LL TAKE THE *REAL* SPIDEY TO SORT THIS MESS OUT-- WHICH MEANS I'D BETTER GET TO IT!

THE WEBHEAD'S A *RESERVIST*--WE CAN'T BE HELD RESPONSIBLE FOR EVERY PERSON WHO'S EVER WORN AN AVENGERS BADGE!

I'VE SEEN YOUR KIND ALL OVER RUSSIA, GYRICH. HIRING OUTSIDE MUSCLE TO AVOID GOVERNMENT INVOLVEMENT IN WHAT COULD BE A "HIGH CITIZEN CASUALTY" INCIDENT.

LISTEN, COMRADE, I--

SPIDER-MAN HAS NEVER MANIFESTED THESE STRANGE POWERS BEFORE. HOW COULD HE HAVE DONE ALL THIS?

IF WE KNEW THAT, VISION, WE WOULDN'T NEED *YOU* NOW, *WOULD* WE?

THE SPIDER-MAN ON TV WAS WEARING MY OLD COSTUME. YOU'D THINK THAT MIGHT HAVE TIPPED *SOMEONE* OFF THAT IT MAY NOT HAVE BEEN THE GENUINE ARTICLE.

AW, WHO ARE YOU KIDDING, REILLY? THESE DAYS ALL SUPERHEROES CHANGE THEIR COSTUMES MORE THAN THE *WASP!*

DRY CLEANERS AND TAILORS MUST BE MAKING A *FORTUNE!*

MAYBE THE CLONE SAID SOMETHING THAT MIGHT GIVE ME A CLUE AS TO WHERE HE WENT AFTER NABBING THE SHOOTERS!

JAMAICA AVENUE AND SUTPHIN BOULEVARD. YEP, THIS MUST BE THE PLACE!

LET'S SEE-- FIFTH FLOOR, FIFTH FLOOR--

HELLO?

BINGO! THAT'S HER. TANISHA WALKER, ONE OF THE MOMS MY DOPPELGANGER SAVED LAST NIGHT.

YEEK! LORD ALMIGHTY! IT'S YOU!

CIDER-MAN! CIDER-MAN!

CLOSE, LITTLE GUY. I'M YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN.

EMPHASIS ON "*FRIENDLY.*"

FOR GOD'S SAKE-- AS IF YOU HAD TO TELL *ME* THAT! LORD, I PRAYED I'D GET A CHANCE TO THANK YOU FOR SAVING ME AND MY BABY'S LIFE LAST NIGHT!

YEAH, ABOUT THAT--!

WE INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN. REPORTING LIVE FROM NEW YORK HARBOR, CORRESPONDENT WILL DUTELL...

I'M TELLIN' YOU, SPIDER-MAN, THE TELEPHONE'S JUST BEEN RINGIN' 'N RINGIN' WITH ALL MY FRIENDS CALLIN' ABOUT WHAT YOU DONE! I SWEAR I NEVER THOUGHT I'D SEE--

HUH?!

A MAJOR BATTLE OF DESTRUCTION IS STILL GOING ON HERE AT THE 51ST STREET PIER BETWEEN MEMBERS OF THE AVENGERS AND THE ALLEGED VIGILANTE KNOWN AS *SPIDER-MAN.*

WHAT?!

WE HAVEN'T BEEN ABLE TO CONFIRM ANY CIVILIAN CASUALTIES YET, BUT POLICE HAVE ORDERED THAT ALL TRAFFIC STAY CLEAR OF THE AREA UNTIL FURTHER NOTICE.

LIVE

EYEWITNESS ACCOUNTS VARY AS TO WHICH AVENGERS ARE INVOLVED. ALTHOUGH THERE'S NO DOUBT WHATSOEVER AS TO THE INVOLVEMENT OF SPIDER-MAN, AS THIS LIVE FOOTAGE ATTESTS.

MAN, THIS REALLY BITES.

LISTEN, MRS. WALKER--

STAY AWAY FROM ME! WHO ARE YOU?

YOUR COSTUME-- YOU'RE NOT THE SAME SPIDER-MAN I SAW LAST NIGHT!

GREAT-- *NOW* SHE NOTICES.

GET OUT OF HERE! I'LL SCREAM! I SWEAR TO GOD I WILL!

EASY, LADY. I'M GOING.

FIFTY-FIRST STREET PIER, *eh?*

WELL, GET READY, YA WEB-SLINGING PHONEY! THERE'S GONNA BE ONE MORE CONTENDAH ON THE WATERFRONT!

IT'S BEEN WELL OVER AN HOUR NOW, AND WE STILL HAVEN'T BEEN GRACED WITH THE PRESENCE OF "COMMISSAR AMERIKA."

MAYBE HE'S OUT JAWING WITH SOME OF *YOUR* OLD CRONIES, WIDOW.

YOU'RE REALLY PUSHING IT, GYRICH!

I DON'T CARE WHAT LIES ARE SPREAD-- CAPTAIN AMERICA'S PATRIOTISM CAN NEV--

WASP TO AVENGERS! EMERGENCY! EMERGENCY!!

AVENGERS ARE DOWN! WE NEED REINFORCE-MENTS *NOW!*

WASP! WHERE ARE YOU? ACTIVATE YOUR HOMING SIGNAL!

DONE! BUT *HURRY!* WE'RE AT THE MANHATTAN DOCKS! I DON'T KNOW HOW MUCH LONGER I CAN OUT-RUN HIM!

--LOOK WHAT THAT MONSTER'S DONE!!

HIM WHO?

LOOK! LOOK WHAT HE'S DONE! DEAR GOD--

NO!!

HE'S GOT ME! HURRY, YOU GUYS!!

HURREEEE-:K

Hmm. GUESS THERE'S NO DENYING YOUR IN-VOLVEMENT NOW, *eh*, AVENGERS?

UNLESS, OF COURSE, YOU'D PREFER SOME "OUTSIDE MUSCLE"...

WELL, THERE'S NO DOUBT THAT THIS IS THE PLACE, ALL RIGHT.

EVEN IF MY SPIDEY-SENSE WEREN'T PUSHING THE PANIC BUTTON, THERE'S NO MISTAKING THE TELL-TALE SIGNS OF A SUPER-HERO DONNYBROOK.

LISTEN TO YOURSELF, REILLY. DIDN'T IT OCCUR TO YOU THAT IF THIS GUY *IS* A CLONE, THEN HE'S GONNA HAVE SPIDEY-SENSE *TOO*--

--SO SNEAKING UP ON HIM WILL BE PRETTY POINT-LESS, WON'T IT?

ALTHOUGH, SEEING AS HOW THERE ARE FEW OPTIONS-- *AND* ONLY ONE ENTRANCE--

HOLY--!

I NEVER EXPECTED ANYTHING LIKE *THIS*! WHAT THE DEVIL IS HE DOING?!

WHOEVER IS INSIDE THAT COSTUME, IT SURE AS SHOOTIN' ISN'T--

KREEEEEKK!

WHOA! WHO'S THERE?!

DIDN'T ACTUALLY THINK YOU COULD SNEAK--

HOLY--!

WELL, WHOEVER OR WHATEVER THIS GUY IS, HE SURE WASN'T PREPARED TO SEE ME!

BETTER TAKE ADVANTAGE OF HIS CONFUSION WHILE I CAN!

SORRY, BLACK BART, NOBODY OUT-DRAWS MARSHALL DILLON!

NO! THIS CAN'T BE HAPPENING! YOU CAN'T BE REAL! I'M SPIDER-MAN!

YEAH, RIGHT! IF YOU ARE SPIDEY, THEN YOUR REFLEXES SURE AIN'T WHAT THEY'RE REPUTED TO BE!

YOU WOULDN'T HAVE LASTED TEN SECONDS AGAINST DOC OCK!

MUCH LESS AGAINST ME!

THIS IS A TRICK!!

YOU'RE TRYING TO STOP ME FROM COMPLETING MY MISSION-- BUT YOU WON'T!

HEAR ME, YOU FAKE?

YOU WON'T!!

I'VE COME TOO FAR TO LET SOME PHONY WEB-SLINGER CONFUSE ME WITH PATHETIC *MIND GAMES!*

WHOEVER YOU REALLY ARE, YOU'LL NEVER BE A MATCH FOR THE *REAL* SPIDER-MAN!

YOU'RE NOT EVEN WORTH THE PRICE OF GOOD WEBBING!

WHOA! TALK ABOUT MIND GAMES! HE ALMOST HAD *ME* CONVINCED HE'S THE REAL SPIDER-MAN!

EVEN THOUGH I KNOW FOR A FACT THAT THE REAL SPIDEY COULD NEVER DO *THAT!*

NOW WHAT'S HE UP TO?

THE TIME FOR THE *JOINING* HAS COME! ALL THAT'S LEFT TO DO IS CONTACT THE *MASTER!*

THWIP!

WHAT THE DEVIL--? HE'S SHOOTING A LINE INTO THAT LIGHT INSIDE THE HUB OF THE WEB!

IT'S PULLING THE FAKE SPIDEY INTO IT!

MY WEBBING-- CRUMBLING INTO DUST!

THWIIIP!

SORRY, BOGUS BUG-- AIN'T NO WAY I'M LETTIN' YOU GET AWAY THAT EASY--

YIPE! THE PULL IS TOO STRONG! NOW I'M BEING YANKED INTO THE LIGHT WITH HIM!

FACE IT, REILLY-- SOMETIMES YOU'RE JUST TOO CLEVER FOR YOUR OWN BLASTED GOOD!

HOO BOY--WHAT THE HECK IS HAPPENING *NOW?!*

ALL THESE IMAGES --THESE FACES FLYING AROUND, BLINKING IN AND OUT IN A MISTY SWIRL!

IT'S AS IF MY WHOLE LIFE WERE LITERALLY FLASHING BEFORE MY EYES! LIZ, FLASH, JAMESON, ROBBIE--MARY JANE --JANINE...

Chapter 2:

HAVING THE TIME OF MY LIFE

...FACES FROM *BOTH* MY LIVES--PETER PARKER'S *AND* BEN REILLY'S! EVEN SOME FACES I'D SOONER FORGET...

...LIKE THE *JACKAL*--STILL GLOATING ABOUT HOW HE MANAGED TO CONVINCE ME THAT I WAS A *CLONE*, WHEN IN TRUTH *I* WAS THE ORIGINAL PETER PARKER--THE ORIGINAL SPIDER-MAN--ALL ALONG!

WHOA--THERE HE IS! MY *DOPPELGANGER!*

THEN I MUST BE *INSIDE* THE WEB! *WHATEVER* THIS BOGUS SPIDEY IS, *HE'S* DEFINITELY *NOT* JUST ANOTHER *CLONE!*

ONLY ONE WAY TO FIND OUT WHAT HE ACTUALLY *IS*--

THWIP!

THWIP!

YO! *BOBSEY TWIN!* YOU AIN'T DITCHING ME THAT EASILY!

GOT HIM!

HA HA HA HA!

WHAT? THAT LAUGH--OH, NO... IT CAN'T BE--

THE GREEN GOBLIN!

YOU CURSED INTERLOPER!

SHE'S DOOMED, DO YOU HEAR ME?

DOOMED-- AND SO ARE YOU!!

WHAT THE--? I'M STANDING ON SOMETHING!

EASY, BEN-- THAT PHONY IN THE SPIDER-MAN SUIT'S STILL PLAYING WITH YOUR HEAD!

JUST REEL THAT SUCKER IN. IF ANY-ONE'S GOT THE ANSWERS--

WEIRD-- HE ISN'T MOVING. WONDER WHAT--

NO!! GWEN!!

NO! OH, NO, NO, NO--!

DON'T BE DEAD, GWEN! I DON'T WANT YOU TO BE--

--DEAD?!

OH MY GOD. IT'S HIM!

THE BURGLAR WHO KILLED MY UNCLE BEN!

HUH? HE'S RUNNING AWAY! BUT I HAD HIM IN MY HANDS! HE CAN'T HAVE BROKEN LOOSE!

WAIT A MINUTE-- THIS ISN'T THE WAREHOUSE WHERE I NABBED HIM!

I'M BACK IN THE TV STATION-- WHERE I LET HIM GET AWAY THAT FIRST TIME! GOOD GOD-- IT'S AS IF MY LIFE WAS RUNNING BACKWARDS!

DON'T LET HIM GET AWAY, SPIDER-MAN! YOU'VE GOT TO STOP HIM!

THWIP!

I WILL! I WILL!

HURRY, BOY! HE'S COMING TO THE HOUSE! HE'S GOING TO KILL ME!

UNCLE BEN?!

DON'T WORRY... I GOT 'IM! Y'HEAR ME, UNCA BEN? PETEY'S GOT 'IM GOOD THIS--

BAH! NO MATTER HOW STRONG YOUR PUNY THREADS ARE--

HUH?!

--THOR CAN RIP THROUGH THEM AS IF THEY DO NOT EXIST!

HOLY TOLEDO! WHAT THE DEVIL AM I *DOING*?!

THOR! I'M SORRY! THIS ISN'T ME! I'M NOT DOING ANY OF THIS!

GIANT-MAN AND THE WASP--THE WAY THEY LOOKED YEARS AGO--!

GOOD LORD, I'M RELIVING AN EXPERIENCE THAT WASN'T EVEN MY *OWN*!

YET SOMEHOW, THIS ALL LOOKS FAMI--

UHHHH!

YOWZA! IT'S AMAZING-- EVEN AMONG NORSE GODS, GIANTS AND INCREDIBLE HULKS, ***CAPTAIN AMERICA*** ALWAYS SEEMS LIKE THE ***BIGGEST*** GUY IN ANY ROOM!

AND I'D SAY HE DOESN'T LOOK ALL TOO HAPPY TO SEE ME. CAN'T SAY I BLAME HIM, EITHER!

CAP, I KNOW HOW BAD THIS ALL LOOKS, BUT YOU GOTTA BELIEVE ME, I DIDN'T--

NO DICE. HE CAN'T HEAR ME! IT'S AS IF I'M YELLING INTO A VACUUM!

THE FIRST THING TO DO WITH ***YOU***, YOU HUMAN INSECT, IS TO GET YOU OFF YOUR PERCH!

YOU WILL BE MY EASIEST VICTIM!

JUST YOU BELIEVE IT, FELLA!

PEACHY-- THIS WILL DO WONDERS FOR MY SINCERITY!

I'M TRAPPED IN A RERUN-- AND I CAN'T GET OUT!

FAREWELL, CAPTAIN AMERICA!

EVEN THE GREAT C.A. CAN'T SURVIVE A HUNDRED-FOOT FALL! KANG WILL BE PLEASED!

KANG ?!?

HOLY MACKEREL! NOW I REMEMBER THIS PLACE-- I'M IN THE TEMPLE OF TIROD, IN MEXICO!

AND THAT'S THE CONTROL PANEL WHICH ACTIVATES KANG'S TIME MACHINE! THE VIEWSCREEN-- FLICKERING--

?

UNLESS I MISS MY GUESS--LADIES AND GENTLEMEN, GIVE IT UP FOR MR. TIME LORD HIMSELF--

IRON MAN?!

THAT'S IT. I GIVE UP! I'VE JUST BEEN BEANED CLUELESS FROM SOMETHING OUT OF LEFT FIELD!

UHH!

NOW WHAT? EVERYTHING'S CHANGING AGAIN--!

OH, GOD... I'M EIGHT YEARS OLD AGAIN. I-- I REMEMBER THIS TABLECLOTH. AUNT MAY MADE IT HERSELF.

BUT... THIS ISN'T OUR OLD KITCHEN. I DON'T REMEMBER *ANY* OF THIS. IT'S AS IF THE FURTHER BACK INTO MY PAST I FALL, THE ***LESS REAL*** EVERYTHING BECOMES...

I'M SCARED... AUNT MAY, UNCA BEN... I'M SCARED OF THIS PLACE...

HUSH, CHILD... YOU'RE JUST HAVING A NIGHTMARE, THAT'S ALL.

AND YOU KNOW THAT NIGHTMARES CAN'T HURT YOU, *hmmm?*

YOU'RE JUST OVER-TIRED, PETER.

BUT I KNOW WHAT WILL MAKE YOU FEEL BETTER...

...AUNTIE MAY'S FAMOUS BUTTER-SCOTCH SANDIES.

YOUR FAVORITE.

OH, ISN'T THIS WONDERFUL? YOUR MOMMY AND DADDY HAVE COME TO JOIN US. THE WHOLE FAMILY TOGETHER AGAIN.

TOO BAD YOUR UNCLE BEN COULDN'T BE HERE, TOO--

--WHAT WITH YOUR *KILLING* HIM AND ALL.

NO!! STAY AWAY FROM ME! STAY AWAY!!

NOW, YOU STOP THAT RIGHT NOW, PETER! YOU'RE TOO OLD TO BE HAVING TAN-TRUMS, AREN'T YOU?

ANSWER ME!

ANSWER ME!

ANSWER ME!

ANSWER ME!!

ANSWER ME!!

CURSE YOU, SPIDER-MAN! HOW MUCH MORE OF A BEATING WILL IT TAKE BEFORE YOU ANSWER ME?!?

WHA--? QUICKSILVER?!

ungh--WHAT--ungh--THE--ungh--HECK--ungh--ARE--ungh--YOU--ungh--DO--ungh--ING--?

ungh--STOP--ungh--IT--ungh--GET--ungh--OFF--ungh--I'M--ungh--WARN--ungh--ING--ungh--YOU--

GET OFF!!

WHOA-- HEAD FEELS LIKE IT'S BEEN PUMMELED BY A JACKHAMMER! GOTTA GET OUTTA HERE-- REGAIN MY BEARINGS--

TRIPLE-JOINTED FOOL! DO YOU ACTUALLY THINK YOU CAN OUTRUN ME?!

NOT LIKELY!

BY THE TIME THE OTHERS ARRIVE, THERE WILL BE LITTLE LEFT FOR THEM TO DO BUT SCRAPE YOUR BROKEN BODY OFF THE WALL!

IF I CAN GET JUST ONE SHOT--

GOD, THAT HURT! BUT THAT TOSS THREW PIETRO OFF-BALANCE!

AAAAGGH!!

WHAT...? OH. IT'S *YOU*. YOU GOT HERE FASTER THAN I THOUGHT.

I'LL HAVE YOU KNOW I WAS HANDLING THIS QUITE WELL ***WITH-OUT*** ANY HELP!

SO I SURMISED. YOU HAVE TO LEARN TO CONTROL THAT ***TEMPER*** OF YOURS, PIETRO.

FROM WHAT I SENSED DURING MY INTERPHASE WITH HIM, YOU MIGHT HAVE COME CLOSE TO KILLING SPIDER-MAN.

CONSIDERING WHAT THAT TRAITOR DID TO OUR COMRADES, VISION, I COULD HAVE LIVED WITH THAT.

QUIET, PIETRO. I WOULDN'T RELISH SPENDING THE REST OF MY WEEKENDS VISITING MY BROTHER IN PRISON.

I DON'T KNOW, WANDA. SOMEHOW, SEEING A PRETTY FACE ON VISITING DAYS IS A SMALL PRICE TO PAY FOR AVENGING AN AVENGER.

I AGREE. AND WHAT MORE FITTING PLACE FOR A TRAITOR TO DIE THAN IN A TOMB OF HIS OWN MAKING--

--IN THE PRESENCE OF THE HONORED DEAD HE SO CRAVENLY BETRAYED?

COLUMBIA UNIVERSITY, NEW YORK CITY...

...AROUND THE SAME TIME...

TONY? TONY! WAKE UP!

HUH? WHAT?

SHHH! WOW, YOU MUST'VE REALLY ZONED! WHAT'S THE MATTER? I THOUGHT YOU LOVED THIS ADVANCED PHYSICS STUFF!

I'M TELLING YOU, TONE, MAYBE YOU SHOULD QUIT WHATEVER THAT PART-TIME JOB OF YOURS IS BEFORE--

MS. DEGANN, MR. STARK-- IF THIS CLASS ISN'T EXCITING ENOUGH FOR YOU--

RRROUMMMMBLLLE!

JUDAS PRIEST! WHAT WAS THAT?!

EARTHQUAKE!!

IN MANHATTAN?!

TONY, DID YOU EVER HEAR OF--

TONY! WHAT'S THE MATTER? ARE YOU ALL RIGHT?

LEAVE ME ALONE! I'M FINE --IT'S JUST HEARTBURN!

GO ON, GET OUTTA HERE! I'LL BE RIGHT BEHIND YOU!

YEAH, RIGHT, TONY! THIS IS A HEART ATTACK! YOU'LL BE LUCKY IF YOU CAN CRAWL--!

THE PAIN... BLACKING OUT...

WHAT THE--

TONY!!

TONY STARK'S EYES CLOSE FOR MERE SECONDS. SECONDS TICKED OFF BY THE FADING ECHOES OF KRIS DEGANN'S SCREAMS TUMBLING INTO THE DARKNESS.

AT LEAST... HE ASSUMES IT WAS SECONDS.

IT HAD TO BE SECONDS.

YET--HOW COULD ALL THIS HAVE HAPPENED--IN ONLY SECONDS?

OKAY, MASTER! EVERYTHING'S READY FOR THE BIG TEMPORAL MELTDOWN!

Chapter 3: KILLING TIME

THE TIME CHARGES ARE STORED AND READY! WE'VE EVEN GOT POWER TO SPARE!

ALL THAT'S NEEDED NOW IS YOU!

COME ON, MASTER--TIME IS WASTING!

I... I DON'T KNOW... WHAT... YOU'RE TALKING ABOUT... LET GO... LET GO...

...GOD... IF ONLY I WEREN'T ...SO WEAK...

NOT TO WORRY, MASTER. ONCE ALL THIS IS FINISHED, YOU'LL BE STRONGER THAN EVER.

REMEMBER: TIME HEALS ALL WOUNDS!

AVENGERS MANSION. A SHORT TIME LATER...

HAWKEYE TO HQ! JARVIS, TELL THAT BUZZ-TOPPED FEDERAL PAIN-IN-THE-BUTT THAT WE'VE GOT THE WALL-CRAWLER!

UMM, SIR, AGENT GYRICH IS RIGHT HERE BESIDE ME.

YEAH. I KNOW. HAWKEYE OUT!

WISE GUY!

STAY HERE, JEEVES. I'VE GOT ENOUGH SECURITY RISKS TO WORRY ABOUT WITHOUT HAVING TO DEAL WITH AN EAVES-DROPPING **BUTLER!**

YES, AGENT GYRICH.

"JEEVES," INDEED!

OKAY, AVENGERS. YOU'VE DONE YOUR BIT. I WANT THAT KILLER BOUND SECURELY SO MY MEN--

WAIT A MINUTE! THAT COSTUME-- NO!

YOU STUPID, FANCY-DRESSED *IDIOTS!* YOU GOT THE **WRONG** ONE!

WE *KNOW!!*

THE *REAL* QUESTION, HOWEVER, IS:

HOW DID *YOU?!*

THE TEMPLE OF TIROD, MEXICO. PRESENT TIME.

"DR. ORTEGA--COME QUICKLY! I'M PICKING UP SOME MORE TEMPORAL DISTORTIONS!"

WARNING!
Secured Government Area
Trespassers will be SHOT!
ADVERTENCIA!
Area Segura de Gobierno
Los Intrusos se TIRARAN!

"THEN CALIBRATE AND LOG THEM, DR. DENNIS. YOU KNOW THE PROCEDURE."

"YES, DR. ORTEGA--BUT THESE ARE DIFFERENT!"

THIS IS THE SECOND BIPARIOUS READING I'VE TRIANGULATED TODAY!

THE FIRST HAD SEVERAL COMMUNAL JUNCTURES--I ASSUMED ONE WAS JUST A SHADOW OF THE OTHER--

--BUT THESE--THESE ARE DEFINITELY TWO SEPARATE DISTORTIONS!

TWO? ARE YOU SURE?

POSITIVE! WE DEFINITELY HAVE A SECOND TIME BANDIT OUT THERE!

AND FROM THE TRAJECTORY I'VE CHARTED--

DR. ORTEGA, THE WEB--IT'S EXPANDING!

DEAR GOD IN HEAVEN--

--IT'S HEADING THIS WAY!

AVENGERS MANSION. PRESENT TIME.

MR. SPIDER-MAN?

SIR, ARE YOU ALL RIGHT? THE OTHERS ARE CURIOUS WHETHER YOU WILL BE REJOINING THEM ANYTIME SOON.

TELL THEM I'LL BE THERE IN A *MINUTE!* I'M FINISHING UP SOME *PERSONAL* BUSINESS!

YEAH--LIKE TRYING TO KEEP MY HEAD FROM *EXPLODING!* MAN-O-MAN, IT'S LIKE QUICKSILVER WAS STILL POUNDING AT ME, OVER AND OVER AGAIN!

BOY, CAN THAT GUY *HIT!* I COULD FEEL MY MIND GROW-ING *DELIRIOUS* FROM THE PAIN!

YEAH, DELIRIUM! HOW ELSE DO I EXPLAIN ALL THE THINGS I SAW--EVERY TIME PIETRO HIT ME?

IMAGES STREAKING PAST MY EYES LIKE... WELL, LIKE *QUICKSILVER!*

"LIKE THE FOG--

"--WHICH WASN'T FOG AT ALL--

"--IT WAS *ICE!*

"AND I WAS *CAPTAIN AMERICA,* TRAPPED IN THAT ICEBERG LIKE A FLY IN AMBER SO MANY YEARS AGO.

"EXCEPT THIS TIME HE WASN'T IN SUSPENDED ANIMATION. HE WAS *AWAKE! WE* WERE AWAKE! HELPLESSLY, TERRIFYINGLY AWAKE!

"THEN CAME THE PAIN AGAIN.

"AND I WAS JANET VAN DYNE-- TEN YEARS AGO!

"AND EVEN WITHOUT AN ICEBERG ENCASING HER, WE STILL COULDN'T MOVE!

ΚΔ

"GOD, HOW CONFLICTING HER EMOTIONS WERE--TERROR BECAUSE SHE WAS NOW TRAPPED IN A SINGLE MOMENT IN TIME--

"--AND RELIEF BECAUSE, WHATEVER THE CIRCUMSTANCES-- IT FELT SO WONDERFUL TO BE HUMAN AGAIN!

"ANOTHER FLASH --LIKE LIGHTNING STRIKING MY SKULL--

"--AND I WAS STARING OUT INTO SOME COSMIC LIMBO THROUGH THE EYES OF THOR.

"HE WAS YET TO BE SUMMONED TO THIS WORLD. SOMETHING ABOUT A CANE --JUST SECONDS AWAY FROM BEING STRUCK.

"SECONDS THAT WOULD NEVER PASS.

"AGAIN--

"--HANK PYM--A GENIUS'S BRAIN TRAPPED IN A TINY BODY JUST SECONDS FROM BEING BORN--

"-- MORE SECONDS STUCK IN TIME!"

ALL THOSE OTHERS--PEOPLE I NEVER EVEN MET --EACH ONE OF THEM, FROZEN IN A POCKET OF TIME--

--EXCEPT FOR ME!

MR. GYRICH--DID YOU REALLY EXPECT US TO SIMPLY HAND SPIDER-MAN OVER TO YOU WITHOUT INTERROGATING HIM *OURSELVES* FIRST?

ONCE HE TOLD US ABOUT HIS "VISION" REGARDING THE TEMPLE OF TIROD, IT BECAME OBVIOUS THAT THE SPIDER-MAN WHO HAS BEEN PERPETRATING THESE ATROCITIES MUST BE THE **ROBOT** SENT BY **KANG** TO DESTROY THE AVENGERS YEARS AGO.*

*WAAAY BACK IN AVENGERS #11--NOSTALGIC TOM.

ACCORDING TO OUR SCIENTISTS, THE ROBOT'S FIRST WEB WAS SPUN JUST DAYS AFTER YOUR TEAM'S LAST BATTLE WITH KANG. THE ONE UNDER THE FILE NAME: *TIMESLIDE.*

HOWEVER ACCORDING TO THE FILES, THAT ROBOT'S POWERS WERE LIMITED TO REPLICATING ITS MODEL. THERE'S NO RECORD OF IT BEING ABLE TO DO ANYTHING LIKE WHAT'S BEEN HAPPENING.

SOMETHING ABOUT THE TIME DISTORTIONS CREATED DURING THAT BATTLE MUST'VE RE-ACTIVATED THE ROBOT--AND *CHANGED* IT.

SO NOW IT'S ABLE TO *AGE* ANYONE WHO GETS CAUGHT IN ITS WEB?

"NOT EXACTLY.

"OUR BOYS COULD FIND NO SIGNS OF PROGRESSIVE DEGENERATION."

IN A NUTSHELL, IT'S AS IF *TIME* WAS LITERALLY *SUCKED* OUT OF THE VICTIMS.

ALL THE YEARS BETWEEN THE TIME THEY WERE CAUGHT IN THE WEB AND THE WAY THEY ENDED UP JUST PLAIN DISAPPEARED.

AND WITH EVERY DEATH, WE RECORDED A SURGE OF ENERGY IN THE *ORIGINAL* WEB... THE ONE IN MEXICO.

THAT WEB IS NOW LINKED TO THE TIME MACHINE KANG PLANTED THERE.

UNLESS I MISS MY GUESS, THAT MURDEROUS ROBOT IS PLANNING TO REACTIVATE IT.

BUT WHY?

THAT, MY DEAR SCARLET WITCH, IS WHAT WE HOPED TO HAVE LEARNED WHEN YOU CAPTURED IT.

THEN I'M SO SORRY I SCREWED IT UP FOR YOU, FLATTOP, BUT MAYBE THIS BIT OF NEWS'LL CHEER YOU UP.

THAT "KILLING MACHINE"?--IT HASN'T KILLED ANYONE--YET!

WHAT?!

YOU HEARD ME! CAP, THOR, HIGH-POCKETS AND THE WASP--EVERYONE CAUGHT IN THOSE WEBS--THEY'RE ALL STILL ALIVE!

ALL THEIR CONSCIOUSNESSES--ALL THE TIME THAT TIN CAN LEECHED FROM THEM--ARE TRAPPED IN PAST VERSIONS OF THEMSELVES--

--POCKETED AWAY IN FROZEN MOMENTS OF TIME.

LIKE HUNDREDS OF TEMPORAL SAFETY DEPOSIT BOXES.

BUT HOW DO YOU KNOW ALL THIS?

LET'S JUST SAY I'VE SEEN IT WITH MY OWN EYES. JUST ONE THING LEFT I NEED TO FIGURE, THOUGH:

WHERE'S IRON MAN?

HE HASN'T ANSWERED HIS HAIL. QUICK-SILVER HAS GONE TO--

WE'RE TOO LATE! THE ROBOT'S TAKEN IRON MAN!

SOME FOOL EVEN CLAIMED THE THING CALLED IRON MAN ITS MASTER!

MASTER?! THEN IT ALL FITS!

MY CARBON COPY ACTUALLY BELIEVES IRON MAN IS KANG! ALTHOUGH I HAVEN'T A CLUE AS TO WHY!

BUT PERHAPS WE DO.

AND YOU KNOW WHERE IRON MAN'S BEEN TAKEN, DON'T YOU, GYRICH?! YOU'VE HAD YOUR MEN STATIONED IN THAT TEMPLE ALL ALONG!

JUST ANOTHER SECRET WEAPON YOU HOPED TO CONTROL!

QUICKSILVER--YOU RACE AHEAD TO MEXICO! BLACK WIDOW--FIRE UP THE QUINJET!

AND YOU, GOVERNMENT MAN--YOU BETTER WARN YOUR PALS THAT TROUBLE'S HEADIN' THEIR WAY!

I CAN'T.

THE LINE IS DEAD.

THE TEMPLE OF TIROD--WITH TIME RUNNING OUT...

SOMETHING IS DEFINITELY NOT RIGHT HERE.

GYRICH SAID THAT SECURITY WAS TIGHT--BUT THERE'S NO ONE TRYING TO STOP ME FROM ENTERING THE TEMPLE.

I HAVE A SINKING FEELING THAT WE MAY ONCE AGAIN BE--

--TOO LATE.

HOW D'YA LIKE THAT, MASTER?! WITH THESE JOKERS ADDED TO THE WEB, WE'VE GOT EVEN *MORE* POWER TO COMPLETE YOUR PLAN!

ALL THE TIME I'VE COLLECTED WILL ACT AS *BATTERIES* TO POWER UP YOUR TIME MACHINE TO FULL CAPACITY AND BEYOND!

JUST LIKE *YOU* FIGURED IT WOULD! PRETTY SOON, ALL THE TOMORROWS WILL MELT AWAY--AND ALL THAT WILL BE LEFT IS THE AGE OF KANG!

PRETTY *COOL, eh,* MASTER?

WE INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN. THERE CONTINUE TO BE REPORTS OF STRANGE, INEXPLICABLE DEATHS IN SOUTHERN MEXICO. WE TAKE YOU NOW TO A LIVE REPORT FROM NEWSCOPTER SEVEN AND OUR CORRESPONDENT, FRANK RIVERA.

THANKS, ED. IT'S THE MOST TERRIFYING THING I'VE EVER SEEN--AND ALL OF IT SEEMS TO CENTER AROUND THE TEMPLE OF TIROD YOU MIGHT BE ABLE TO SEE IN THE DISTANCE.

IT LOOKS ALMOST LIKE A RIPPLE EFFECT, THE DEVASTATION SPREADING OUTWARD FROM THE TEMPLE.

WE CAN SEE PEOPLE AGING, DROPPING DEAD RIGHT BEFORE OUR EYES.

AND NOT ;JJJS;--PPLE-- ;SKRSSH; BUT ALSO-- ;SSKRRRSSSSH;

FRANK, WE SEEM TO BE EXPERIENCING TRANSMISSION PROBLEMS. CAN YOU REPEAT THAT, PLEASE?

FRANK?

"OH, MY GOD!"

"THAT COPTER'S GOING DOWN! WE'LL NEVER GET TO IT IN TIME!"

"DON'T WORRY --WE DON'T HAVE TO!"

"WOW! YOU DID IT!"

WUMPFF!

WAY TO GO, WANDA!

YOUR HEX MANAGED TO GIVE THAT COPTER A SOFT LANDING. CONSIDERING HOW OLD IT JUST GOT, THAT'S A FREAKIN' MIRACLE!

IT MAY BE THE FIRST OF MANY WE WILL NEED.

RIGHT. WE'VE GOT TO STAY ALONG THE OUTER PERIM-ETER UNTIL WE CAN FIGURE--

HAWKEYE, YOU'RE COMING TOO CLOSE. PULL BACK.

I'M ...TRYING, TASHA ...I'M ...

SKRUTCH!!

...OH NO...

THE SHIP'S BREAKING UP! ROTTING AWAY ALL AROUND US!

THE TEMPORAL DISTORTIONS MUST BE ACCEL-ERATING AS THEY SPREAD. TIME IS BEING STRIPPED AWAY FASTER THAN EVER!

WANDA!

GREAT ATTILAN-- IS THIS HOW THE WORLD WILL END? SHRIVELED AWAY INTO DUST?

NOT IF I CAN HELP IT, CRYSTAL!

HANG IN THERE, AVENGERS! THIS IS A MILLION-TO-ONE SHOT!

FWOOMFF!

WHOA-- EXCELLENT! IT ACTUALLY *WORKED!*

EVERYBODY OKAY IN HERE?

YES. THANKS TO YOU.

ENVELOPING THE OTHERS WITH WEBBING MAY VERY WELL HAVE SAVED THEIR LIVES.

YEAH, WELL, I DIDN'T FIGURE WE COULD COUNT ON THE AIRBAGS WORKING, EITHER.

BUT IT LOOKS AS THOUGH THE AGING DID ITS NUMBER ON THE OTHERS.

GUESS YOUR ANDROID BODY'S GOT A PRETTY LONG *SHELF LIFE*, huh?

CRYSTAL?! WOW-- YOU'RE GETTING AROUND PRETTY GOOD FOR A *CENTENARIAN.*

ONLY BECAUSE WE *INHUMANS* HAVE PARTICULARLY LONG LIFESPANS. WHAT ABOUT YOU? YOUR *VOICE* SEEMS HUSKIER, BUT OTHERWISE--

BEEN WONDERING THAT MYSELF, CRYS. MY HUNCH IS, IT HAS SOMETHING TO DO WITH THE ROBOT'S REFUSAL TO EVEN ACCEPT MY EXISTENCE!

HE ACTUALLY THINKS *HE'S* THE REAL SPIDEY!

I REALIZED IT DURING MY TIME-TRIPPING! I WAS EXPERIENCING THE ROBOT'S MEMORIES OF HIS BATTLE WITH THE AVENGERS-- RIGHT BEFORE HE ENCOUNTERED THE *REAL* ME!

I BELIEVE THE ONLY FULL ANSWER LIES IN THE TEMPLE.

I'M WITH YA, VIZH!

CRYS, MAYBE YOU SHOULD STAY BEHIND--!

NOT ON YOUR LIFE--

"--PIETRO'S STILL IN THAT TEMPLE!

"HIS METABOLISM HAS SAFEGUARDS TO COUNTERACT HIS BODY'S AGING WHEN HE ACCELERATES, BUT I DON'T KNOW HOW LONG THAT'S GOING TO PROTECT HIM IN THERE!"

WHOA--WHAT A RUSH! ALL THAT POWER COURSING THROUGH THE WEB! EVERYTHING HOLDING THE PRESENT TOGETHER'S BREAKING DOWN AROUND US!

TIME! ALL THE TIME WE WANT! ALL THE TIME WE CAN EVER NEED! TIME! TIME! TIME ENOUGH AT LAST!

OOPS--GOT CARRIED AWAY FOR A MINUTE THERE! IT'S JUST THAT I'VE WORKED SO HARD FOR THIS MOMENT!

"AFTER ALL, IT *IS* WHAT YOU WOKE ME UP FOR, RIGHT?

"MAN, I MUST'VE BEEN SLEEPING IN THAT MEXICAN JUNGLE FOR *AGES*!

"I CAN'T EVEN REMEMBER *DREAMING*. IT'S LIKE I WAS DEAD TO THE WORLD!

"BUT THEN THE ALARM CLOCK RANG--AND I WAS AWAKE! MORE AWAKE THAN I CAN EVER REMEMBER!

"I WAS SPIDER-MAN--AND I HAD A JOB TO DO!"

AND NOW, IT'S JUST ABOUT DONE! ALL THAT'S LEFT NOW IS TO PUNCH IN THE FINAL PROGRAM -- SO THAT ALL THE CENTURIES AHEAD CAN CRUMBLE AWAY INTO DUST UNTIL ONLY ONE FUTURE REMAINS! A FUTURE IN WHICH YOU RULE OVER ALL TIME!

WELL--WHAT ARE YOU WAITING FOR?

MASTER? YOU'VE BEEN PRETTY QUIET THROUGHOUT THIS ENTIRE THING. HAVE I DONE SOMETHING WRONG?

HELLO?

KANG?

NO!!

QUICKSILVER?!

IRON MAN--YOU CAN'T DO THIS! YOU CAN'T LET KANG DO THIS TO YOU *AGAIN!* BLAST IT, BOY, ARE YOU CRAZY?!

DON'T--CALL--ME--CRAZY--

GET AWAY FROM THE MASTER!!

AAANNG!

STOP IT! CAN'T YOU SEE HOW OLD HE IS? YOU COULD HAVE KILLED HIM!

HUH?! BUT THAT TOTALLY CONTRADICTS YOUR OWN PRIME DIRECTIVE!

OH, YOU'RE JUST STRESSED OUT. ONCE ALL THIS IS DONE, YOU'LL FEEL AS GOOD AS NEW!

C'MON, MASTER. PIETRO WON'T FEEL A THING. IT'LL ALL BE OVER IN NO TIME AT ALL.

I--I--I DON'T...

YYEEOWWP!!

A TORNADO--IN *HERE*?!

KEEP YOUR HANDS AWAY FROM MY HUSBAND, ROBOT, OR I'LL BLOW YOU CLEAR TO KINGDOM COME!

UNLIKE HUMANS, AN INHUMAN'S POWER ACTUALLY *INTENSIFIES* WITH AGE!

MAYBE SO, RED--

--TOO BAD THE SAME CAN'T BE SAID FOR YOUR REFLEXES!

NIGHTY-NIGHT, GRANDMA--

NO!!

THIS WILL NOT HAPPEN AGAIN! ONE CRAZY TONY STARK IS ENOUGH FOR A MILLION LIFETIMES!

I WON'T BECOME A TRAITOR! I WON'T BECOME KANG'S PAWN! Y'HEAR ME, ROBOT?! I WON'T!!

I WON'T!!

I CAN'T BELIEVE IT! HOW COULD I HAVE BEEN SO BLIND?

ALL THOSE TEMPORAL SENSATIONS--THE LINK BETWEEN US--ALL A TRICK --A DIRTY, ROTTEN, STINKING TRICK!

YOU'RE NOT KANG!!

GIVE THIS MAN A KEWPIE DOLL! HE'S FINALLY *GOT* IT!

YOU AGAIN!

THEN, THIS IS PART OF THE TRICK, TOO, ISN'T IT? YOU *CAN'T* BE REAL! I'M SPIDER-MAN--

--AREN'T I?

DON'T SWEAT IT, TINKERTOY. WE SPIDER-DUDES GET KINDA USED TO SEEING DOUBLE!

JUST TAKES A LITTLE *TIME*, THAT'S ALL!

NO!!

TIME, RUSTY, THAT YOU NO LONGER HAVE!

TAKE HIM, VISION!

NO!!

AWESOME.

IN ONE BRILLIANT EXPLOSION OF LIGHT, TIME STOPS.

ONLY TO START AGAIN.

Epilogue:

THE TEMPLE OF TIROD--ONCE UPON A TIME--AGAIN...

THIS IS SO COOL!

HEY, BABE, I PROMISED YOU SOME EXCITEMENT ON THIS HONEYMOON, DIDN'T I?

CHECK OUT ALL THOSE CARVINGS! THE GUYS BACK HOME ARE GONNA BE GREEN WITH ENVY! CAMERA LOADED?

YEP. HIGH-SPEED FILM ALL WOUND IN.

WHAT WAS THAT?

TEDDY, I HEARD SOMETHING! IT WAS COMING FROM OVER THERE!

PROBABLY JUST SOME ANIMAL OR INSECT OR SOMETHIN'...

WHOA! *BIG* SUCKER, AIN'T HE?

SEE? I TOLD YOU THERE WAS NOTHING TO BE SCARED OF.

OH, YEAH? HE SURE LOOKS PLENTY SCARY ENOUGH TO *ME!*

STILL, I GUESS IT *COULD'VE* BEEN A WHOLE LOT *WORSE!*

YOU GOT *THAT* RIGHT!

MANHATTAN. ABOVE AVENGERS MANSION--ONCE UPON A SOME-TIME LATER...

THE MORTAL NAMED THOR HURTLES UPWARD TOWARD HEAVEN. OFTEN HE HAS LAMENTED THE LOSS OF HIS GODHOOD--BUT NOT TODAY.

TODAY HE FEELS HIS HEART SOARING! IMMORTAL OR NOT, HOW WONDERFUL IT IS TO BE FREE!

WHILE INSIDE THE MANSION, A PATRIOT RELIVES TIME PASTED IN THE PAGES OF A SCRAPBOOK.

AND HE, TOO, IS GRATEFUL JUST TO BE FREE.

STAR SPANGLED HERO FOUND

WHILE FOR JANET VAN DYNE, FREEDOM IS ONLY AN ILLUSION--AND FLIGHT SOMETIMES A SORRY COMPENSATION FOR A LIFE THAT USED TO BE.

AS FOR TWO YOUNG MEN IN THE AVENGERS' GARAGE, A GLEAMING RED CHASSIS OVER CHROME-CAPPED RUBBER IS COMPENSATION ENOUGH FOR ANYTHING.

WOW! IT'S JUST LIKE I REMEMBER IT!

YEAH-- I PROMISED MY FRIEND KRIS I'D TAKE HER FOR A SPIN.

HARD TO BELIEVE THE FIRST TIME YOU SAW ME DRIVING THIS, I WAS **OLDER** THAN YOU!

WHO WOULD'VE THOUGHT YOUR BEING BROUGHT TO THIS TIME--THE SAME TIME THE ROBOT WAS REACTIVATED--WOULD LEAVE YOU WITH VESTIGIAL TEMPORAL READINGS THAT IT MISREAD AS KANG'S?

THANKFULLY, NO ONE BUT US SEEMS TO REMEMBER WHAT HAPPENED. WITH THE ROBOT DESTROYED, EVERYTHING'S BACK TO THE WAY IT WAS. ALL THE TIMES I WOKE UP IN A COLD SWEAT AFTER DREAMING OF KANG DOING TO ME WHAT HE DID TO THE OTHER TONY STARK--THE ONE WHO ACTUALLY ***BELONGS*** IN THIS TIME...!

THE MOMENT THAT ROBOT AGED ME--I FELT ALL THE NIGHTMARES COMING TRUE.

YEAH, BUT YOU BEAT IT! WHATEVER'S GONNA HAPPEN TO YOU IN THE NEXT TEN YEARS, YOU'RE NOT GOING TO END UP LIKE THE OTHER, OLDER YOU. OR SOMETHING LIKE THAT.

YOU'VE GOT ONE BIG ADVANTAGE THE OTHER STARK DIDN'T HAVE--***KNOWLEDGE***. YOU ***KNOW*** WHAT THE WARNING SIGNS ARE--AND YOU CAN ACT UPON THEM.

YEAH--LIKE MAKING SURE I DON'T ACT LIKE SUCH A JERK WITH PEPPER POTTS AGAIN!

STARK! CAN'T YOU TELL TIME?! YOUR TRAINING SESSION WAS SUPPOSED TO START FIFTEEN MINUTES AGO!

I ALSO REALIZED THAT STARK HAD ONE ***OTHER*** ADVANTAGE OVER ME--***EXPERIENCE***.

AND THAT'S WHERE THE ***AVENGERS*** COME IN.

I'LL NEVER TAKE THAT FOR GRANTED AGAIN.

MY PAST AND MY FUTURE--WORKING SIDE-BY-SIDE WITH MY PRESENT.

GET YOUR REAR INSIDE YOUR TIN CAN AND MOVE IT!

YESSIR, HAWKEYE--I'LL BE RIGHT THERE!

BLOWS THE MIND, DOESN'T IT?

YEP...

"...BLOWS THE MIND!"

MARVEL COMICS

SPIDER-MAN®

SEPT '96 8

THE SENSATIONAL SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

THE LOOTER™: ARMED TO THE TEETH!

RINGO N CASE

SPIDER-MAN®: WISHING HE'D STAYED IN BED!

BEHOLD, A TYPICAL SUMMER'S MORN --

-- AS A PASSEL OF **PEDESTRIANS** PAUSES TO PEER UP AT A SIGHT THAT HAS BECOME **COMMMONPLACE** ABOVE THESE METROPOLITAN STREETS.

THE SENSATIONAL --

SPIDER-MAN!
YO, DUDE!

That's me...

...and on a beautiful day like today, there's NO ONE I'd rather be! EXCEPT MAYBE...

NAH! Then I'd have to do those STUPID MAGIC TRICKS like making the Statue of Liberty disappear..!

Still, he IS dating CLAUDIA SCHIFFER..!

THUMP

Anyway -- I've combed the city four TIMES now, searching for some sign of that wannabe LIZARD ... GUY ... THING ... and came up empty...

SPIDEY BATTLED A WANNABE **LIZARD... GUY... THING...** IN SPECTACULAR **SPIDER-MAN #237** STILL ON SALE! – Receptin'- Ralf.

Same goes for this recent CRIME WAVE...

... all the CLUES seem to indicate that the RINGER, the TRAPSTER, the SHOCKER, and STILT-MAN are the responsible MONKEYS...

WHOA! Low Bridge.

... but something about that just doesn't FEEL right...

THUMP

I mean, why the "HIT-AND-RUN" crimes..?

Each of these guys LOVES the spotlight. Where's the MULTIPLE robberies... the customary CRIME SPREE..?!

UNLESS...

...unless it IS a crime spree... set up to FRAME the others... pulled off by just ONE GUY!

But if THAT'S the case...

...then WHO?!

Stan Lee Presents THE SENSATIONAL IN SPIDER-MAN

The USUAL SUSPECTS

THWIPP

MEANWHILE, AT THAT VERY MOMENT...

...MILES TO THE NORTH, ON A CLIFF OVERLOOKING THE HUDSON RIVER...

...A MAN KNOWN TO THE WORLD AT LARGE ONLY AS THE LOOTER...

...PAUSES A MOMENT TO PONDER HIS PLUNDER!

Ah, THIS IS *RICH!* AND NOW OF COURSE...

...SO AM I!

AND WHO BUT I, ***NORTON G. FESTER,*** WITH MY INCREDIBLE ***MENTAL ABILITIES*** AND ***METEOR-BORN SUPER-STRENGTH,*** COULD HAVE DEVISED SUCH AN ***INGENIOUS*** PLAN?

FESTER WAS GIVEN SUPER-STRENGTH WHEN HE ACCIDENTALLY INHALED FUMES FROM A METEOR WAY BACK IN **AMAZING SPIDER-MAN #36** -- Ancient Ralf.

THAT'S RIGHT, -- AND ***WITH*** THAT SUPER STRENGTH I WAS ABLE TO ***BREACH*** THE ***UNBREACHABLE*** SECURITY SYSTEMS OF THAT REPOSITORY FOR SUPER-VILLAIN WEAPONRY -- THE ***IRON ROCK*** FACILITY * --

-- AND ***LIBERATE*** THE WONDERFUL ARRAY OF ***DEVICES THAT ARE HERE BEHIND DOOR #1!!***

Snapple

* SEE SPECTACULAR **SPIDER-MAN #236** FOR THE SCOOP– Monty Ralf.

WITH THE WEAPONS OF THE ***RINGER***, THE ***TRAPSTER***, ***STILT-MAN***, THE ***MAULER***, AND THE ***SHOCKER*** AT MY ***DISPOSAL*** --

-- ***THEY*** WILL BE SUSPECTED FOR THE CRIMES I COMMIT, WHILE ***I*** MAINTAIN ***COMPLETE ANONYMITY!***

I'VE PERPETRATED THE *PERFECT* CRIME -- I'VE *STOLEN* THEIR *CRIMINAL IDENTITIES.* I'VE *LOOTED* THE *LOOTERS!*

LOOT! LOOT! LOOT!

HA HA HA HA HA!

*YOU GUESSED IT, FRIEND! NORTON G. FESTER **IS A PART-TIME NUT!** -- Full-time nut --Ralf*

AHEM YES, WELL...

...NOW THAT I HAVE *AMASSED* SO MUCH MORE THAN A *KING'S RANSOM,* I CAN *FINANCE* THE PURCHASE OF THE *FINAL COMPONENT* IN MY *MASTER PLAN.*

AND ONCE I HAVE *THAT,* THE LOOTER WILL BE *NO MORE* --

-- AND THE WORLD WILL KNOW *NORTON G. FESTER* AS THE MAN WHO UNLOCKED THE *MYSTERIES OF THE UNIVERSE!*

AND AT THAT VERY MOMENT --

Well, I can worry about that LATER --

-- even though PETE'S back on his FEET, the HOSPITAL won't release him till they've run all their TESTS.

He said he's BORED as a box of BRICKS, so I'm sure he won't mind a VISIT --

-- from his favorite "COUSIN!"

HOWDY THERE, MON FRERE!

HEY, BENSON!

THERE, BEN CAN SETTLE IT.

SETTLE WHAT?

WE'RE TRYING TO DECIDE WHETHER WE WANT THEM TO DO A SONOGRAM TO TELL IF THE BABY'S A GIRL OR A BOY... WHAT DO YOU THINK?

HEY. BOY OR GIRL, I DON'T CARE. I'M GONNA LOVE THE LITTLE BUGGER EITHER WAY...

GREAT. YOU'RE NO HELP.

WOW. I GUESS THE COPS ***DID*** PIN THIS GOLD ROBBERY ON STILT-MAN.

YOU SOUND LIKE YOU'RE FROM A DIFFERENT ***SCHOOL OF THOUGHT*** ON THAT.

WELL, I JUST DON'T ***BUY IT.*** I MEAN... ***ALL*** THESE ROBBERIES -- THEY'RE SUPPOSED TO LOOK LIKE A ***STRING*** OF ***SEPARATE INCIDENTS...***

...BUT NONE OF THESE GUYS CAN *HIT* JUST ONE! WHEN THEY ***START,*** THEY JUST CAN'T ***STOP!***

I THINK THIS IS A ***FRAME-UP.***

WHAT DAY DID THAT ***ARMORED CAR*** GET ***ROCKED?***

IF THERE'S ONE THING WE ***DO*** HAVE AROUND HERE, IT'S ***DAILY BUGLES.***

HERE. TUESDAY.

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

SHOCKING ROBBERY!

YEAH, ***SEE. VIBROBLASTS...*** EVERYTHING ABOUT THIS SAYS ***SHOCKER,*** BUT --

ROGER & KLINT

DIAMOND EXCHANGE

HEY!

-- WAITA-- MINUTE!

ISN'T THIS THE PLACE THAT --?

ROGER & KLINT

DIAMOND EXCHANGE

COULD IT BE THIS *SIMPLE...?*

I DON'T BELIEVE IT.

IN EACH PAPER THAT REPORTS ONE OF THE CRIMES, THERE'S AN *ADVERTISEMENT* FOR THE PLACE THAT GETS *HIT* TWO OR THREE DAYS LATER!

WELL, IT'S NOT *MUCH*, BUT IT'S ALL I'VE GOT TO GO ON RIGHT NOW...!

HEY, BRO' -- IF YOU NEED ANY *HELP*, I COULD --

Mr. PARKER! I'LL SAY THIS ONCE! YOU ARE *NOT* TAKING *ONE STEP* OUT OF THIS HOSPITAL UNTIL THE DOCTOR SAYS *YOU CAN!*

Oh, Peter -- you are SO --

AND IS THERE SOMETHING YOU FIND *HUMOROUS, Mr. REILLY..?!?*

-- BUSTED...

THAT EVENING...

There were SEVERAL ads in the Bugle for places that might be HIT -- but THIS seemed the most likely TARGET.

KOYBAYASHI IMPORTS is currently showing a FORTUNE in rare BLACK PEARLS.

And my hunch MUST be right, because my SPIDER-SENSE --

PRETZELS

BRWOOM

AND AS THE SWIRLING SMOKE CLEARS --

WHOA! What --?!

The... UNICORN..?!

And he's making sure that the WITNESSES get a good look at him in ACTION!

KRAKOOM

UH-OH!

WHAT THE @$%! WAS -- YIKES!

'SGONNAHURT 'SGONNAHURT 'SGONNA --

--- Huh?!?

HEY! PRETZEL MAN!

IF I WERE YOU, I'D GET OUTTA HERE BEFORE --

SPIDER-MAN!

Oboy.

SHOOM

GNAAA!

WHAM

Ungh... not...

...not Unicorn...

Loo...

... Loot ...

...THE LOOTER!

YES! YES! YES! CORRECT THE FIRST TIME!

YOU ARE SOOO PERCEPTIVE!

WELL, TA DA! IT'S ME! YOU MUST BE AWED BY MY PRESENCE! I'M SURE YOU'D LIKE TO APPLAUD --

-- BUT, AS YOU CAN SEE, THAT WILL BE QUITE DIFFICULT. I HAVE YOU WEBBED UP WITH YOUR OWN...

...SPIDER-GOOP!

I MUST COMPLIMENT YOU ON ITS COMPOSITION -- THAT STUFF IS STRONG!

STRONG ENOUGH, I'M SURE, TO HOLD EVEN YOU!

AND NOW THAT I'VE ADDED YOUR WEB-SHOOTERS TO MY INVINCIBLE SUPER ARSENAL --

-- I'M UNBEATABLE! NO MORE WORKING FOR OTHERS FOR THE LOOTER!

NO MORE THE LACKEY OF DOCTOR OCTOPUS, WITH HER NETWORK OF LOSERS AND CYBERNETIC TRINKETS!

AS SEEN IN SPECTACULAR SCARLET SPIDER #1 – Cyber-Ralf.

Uh, RRRIGHT... LISTEN --

-- LOOTIE...

...TELL ME, HOW LONG HAVE I BEEN WEBBED UP HERE?

ABOUT AN ***HOUR*** OR ***SO.***

BUT ***THAT'S*** NOT THE POINT -- THE ***POINT*** IS THAT YOU SEE THE ***GENIUS*** OF MY PLAN!

IN UTILIZING THE ***WEAPONS*** AND ***MODUS OPERANDI*** OF OTHERS, I HAVE PROVEN MYSELF THE ***MASTER THIEF--***

-- THE ***ULTIMATE LOOTER!***

AND, OF COURSE, ALL THE ***SPOILS*** FROM MY ***SPECTACULAR ROBBERIES*** GO DIRECTLY INTO MY ***RESEARCH.***

BEHOLD, SPIDER-MAN --

YOU'VE GOTTA BE KIDDIN'...

-- THE ***METEORATOR 300!*** PATENT PENDING!

WITH THIS DEVIOUS ***DEVICE,*** I WILL NOT ONLY BE ABLE TO ***TAP*** INTO THE METEOR WHICH GAVE ME MY ***AWESOME STRENGTH*** --

-- BUT ALSO ***PLUMB THE DEPTHS*** OF THE METEOR'S ***MISSING*** TWIN --

-- WHICH I'VE RECENTLY ***LOCATED...***

AND FROM THERE I'M CERTAIN THAT I'LL MAKE SOME OF THE GREATEST ***SCIENTIFIC BREAKTHROUGHS OF ALL TIME!***

NOW THAT I'VE ***APPROPRIATED*** ENOUGH ILL-GOTTEN FUNDS TO PURCHASE THE MISSING METEOR --

-- IT WON'T BE LONG UNTIL THE NAME ***NORTON G. FESTER*** IS SYNONYMOUS WITH ***MANKIND'S GREATEST SCIENTIFIC ACHIEVEMENTS!***

Um... **LOOK** -- I DON'T MEAN TO BE **RUDE** OR ANYTHING, BUT --

-- IF YOU'RE THE GREATEST LOOTER THERE EVER **WAS**...

...WHY DON'T YOU JUST **STEAL** THE SECOND METEOR..?

Y'KNOW --

-- I NEVER ***THOUGHT*** OF THAT.

FSSSSS

I'LL BET YOU SAY ***THAT*** A LOT!

BY THE WAY, LOOTIE -- I THINK OUR ***HOUR*** IS JUST ABOUT ***UP*** --

FSSSSS

SPIDEY'S WEBBING **DISSOLVES** IN ABOUT AN HOUR BUT YOU SAW THAT COMING, **DIDN'T YOU?** --Disappearing Ralf.

SKRPT

-- AND YOU'RE GOING DOWN!

SKPT

WHAT --?!?

SKPT

SHING

NO! **NO!** I WON'T LET YOU **ROB ME** OF MY **RIGHTFUL** PLACE IN THE ANNALS OF SCIENCE! I'LL BE **GREATER** THAN GALILEO, MORE **NOTED** THEN NEWTON -- AND MORE **HERALDED** THAN HAWKING!

SHING

Feel a little NAKED without my WEB-SHOOTERS! Have to go on the DEFENSIVE -- Take to the HIGH GROUND! Anything to get a BREAK from that ranting!

If I can get up in these RAFTERS -- stick to the SHADOWS --

-- Then I can rely on my SPIDER-SENSE to tell me when --

-- TO MOVE!

WITH ALL OF THESE *GADGETS* AT MY *FINGERTIPS*, SPIDER-MAN --

ZOOP

-- YOU'LL NEVER *SURVIVE* MY *WRATH!* I'VE *MULTIPLE* METHODS OF *EXTERMINATING* YOU, BUG BOY!

FIRST OF ALL --

KOOM

-- *GIMME THAT* --

SCHWAP

-- BEFORE YOU PUT SOMEBODY'S *EYE OUT*... AND LEAVE THE HUMOR TO *ME*, PAL!

KRAK

SECOND OF ALL -- WATCH WHERE YOU'RE SHOOTING --

-- YA MIGHT HIT SOMETHING IMPORTANT! LIKE MY HEAD!

CRASH!

NO! MY DEVICE! YOU --

HEY, LOOTIE!

Eh?

STILT-MAN CALLED --

-- HE SAID HE WANTS HIS LEGS BACK! IT'S TOUGH PEEKING INTO BEDROOM WINDOWS WITHOUT 'EM! GOTTA JUMP UP AND EVERYTHING!

SHRAKT

WAIT! WAIT! IT WASN'T SUPPOSED TO *HAPPEN* THIS WAY!

I'M NOT DOING IT FOR *ME* -- I'M DOING IT FOR --

-- SCIENCE...

POW

WHAT *I* CAN'T BELIEVE IS THAT WE'RE ACTUALLY *FIGHTING* OVER THIS! IT'S JUST A *ROCK!* IT'S --

-- *WAIT A MINUTE* -- THIS ISN'T EVEN A *ROCK..!*

THIS FEELS LIKE --

THANK YOU, SPIDER-MAN -- *WE'LL* TAKE IT FROM HERE.

Huh?

S.H.I.E.L.D. GUYS -- THE ESPIONAGE OUTFIT..?! BUT, WHAT... WHAT...

I'M SORRY, BUT I'M NOT AT LIBERTY TO *DIVULGE* THAT INFORMATION.

THE ORIGINS AND PROPERTIES OF THIS ITEM HAVE LONG BEEN A MATTER OF *NATIONAL SECURITY.* WE'VE BEEN *MONITORING* Mr. FESTER FOR SOME TIME NOW.

IT WAS ONLY RECENTLY THAT HIS *RESEARCH* ENTERED AN ARENA FELT BY FEDERAL OFFICIALS WAS BETTER LEFT IN THE HANDS OF AUTHORIZED RESEARCHERS.

SEE.

LATER, BACK IN MANHATTAN...

Well, THERE'S an adventure I'm never going to tell anyone about. Apparently Fester's ideas weren't as SCREWBALL as they --

-- Huh?

Spider-sense going BLOOEY! What's happening --?!

My god --!

MARVEL COMICS

SPIDER-MAN

SEP '96 415

THE AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

AVALANCHE

IMPACT 2

THE SENTINELS TAKE MANHATTAN!

MAHLSTEDT

HE CALLS HIMSELF PETER PARKER, AND HE'S BEEN HAVING A REALLY BAAAD WEEK.

IF YOU WANT TO GET TECHNICAL, HIS REAL PROBLEMS STARTED A FEW MONTHS AGO WHEN...

...HIS WIFE BECAME PREGNANT.

HIS BELOVED AUNT MAY PASSED AWAY.

TESTS PROVED THAT HE WAS ACTUALLY THE CLONE OF THE ORIGINAL PARKER (AND THE REAL SPIDER-MAN.)

AND FINALLY, HE LOST HIS OWN SPIDER-POWERS.

AND THIS WEEK HE ALMOST DIED.

THANKFULLY, HIS NEAR-DEATH EXPERIENCE HERALDED THE UNEXPECTED RETURN OF HIS SPIDER-POWERS -- THOUGH THOSE POWERS HAVE PROVEN ERRATIC AND UNRELIABLE.

WHEW! YOU CAN EASILY IMAGINE THE POOR GUY'S RELIEF TO CHECK OUT OF THE HOSPITAL AND HEAD FOR HOME.

AFTER ALL HE'S SUFFERED, HE FIGURES THE WORST MUST BE BEHIND HIM.

HE BELIEVES HE'S FINALLY SAFE.

STAN LEE PRESENTS: A TALE OF TRAGEDY AND TRIUMPH:

SIEGE

MAN, IS HE WRONG!

BY ORDER OF ONSLAUGHT, THIS CITY IS UNDER MARTIAL LAW!

ALL MUTANTS AND ENHANCED HUMANS ARE HEREBY COMMANDED TO SURRENDER --

-- OR SUFFER IMMEDIATE TERMINATION!

GET OUT OF THE CAB, *MARY JANE!* WE CAN'T STAY HERE!

A GIANT *SENTINEL* IS BLOCKING THE *59TH STREET BRIDGE!*

W-WHO OR WHAT IS *ONSLAUGHT?!*

DON'T KNOW! DON'T CARE!

YOUR *SAFETY* IS MY ONLY CONCERN!

SENSORS CONFIRM THE PRESENCE --

-- QUARRY WHICH HAS BEEN TARGETED --

-- AND WILL NOW BE EXTERMINATED!

P-PETER--!

LOOK OUT!

HE'S STILL FIRING, AND ZULLP!

QUARRY HAS MOVED BEYOND EFFECTIVE SENSOR RANGE.

THIS UNIT'S PROGRAMMING DICTATES THAT THIS UNIT REMAIN AT THIS POST

-- DISPATCHING ANOTHER UNIT TO CARRY OUT TERMINATION OBJECTIVE.

HANG ON, MJ! THESE THIRTY FOOT LEAPS CAN BE A MITE UNSETTLING --

-- ESPECIALLY CONSIDERING YOUR DELICATE CONDITION --

-- BUT THEY'RE OUR E TICKET TO THOSE DISTANT ROOFTOPS!

I KNOW, HONEY --

-- AND WE'RE ALREADY OUT OF HERE!

SHRAK

S-SORRY I PANICKED!

YOU THINK ANYBODY CAUGHT YOUR NAME --

-- OR GOT A GOOD LOOK AT US?!

NOT A CHANCE!

THEY WERE TOO BUSY RUNNING FOR COVER!

WHAT *IS* THIS?!

THE NEIGHBOR-HOOD'S SWARMING WITH ***ROBO-CREEPS!***

PETER! DO YOU SEE ***HER?!***

THAT POOR ***CHILD!***

SHE MUST HAVE BEEN ***SEPARATED*** FROM HER PARENTS, AND -- ***OH, GOD!***

THERE COULD BE ***HUNDREDS,*** MAYBE EVEN ***THOUSANDS,*** SPREAD ACROSS THE CITY! WHY ARE THEY ***HERE?*** WHAT DO THEY ***WANT?***

SHE'S ABOUT TO BE ***TRAMPLED*** BY THAT FLEEING CROWD --

-- AND THERE'S ***NO WAY*** WE CAN REACH HER IN TIME!

THERE'S ALWAYS A WAY!

BEFORE LEARNING THAT HE WAS PARKER'S CLONE, THIS PETER WAS **SPIDER-MAN.**

THE ONLY SPIDER-MAN.

HE WORE HIS WEBS WITH PRIDE, NEVER QUESTIONING WHAT HE COULD OR **COULDN'T** DO.

HE MERELY DID!

YEEK!

RUCKING

GOTCHA!

NO TIME TO CONGRATULATE MYSELF! I'VE GOT TO LOCATE THIS GIRL'S ***PARENTS,*** AND FIND A ***REFUGE*** FOR MARY JANE --

-- BEFORE I'M SPOTTED BY ANOTHER ***SENTINEL!***

AND, EVEN AS PETER FEARFULLY GLANCES SKYWARD...

THIS ***ONSLAUGHT*** CHARACTER SEEMS TO HAVE SET UP SOME KIND OF BASE IN ***CENTRAL PARK!***

CHARLIE SNOW AND ***KEN ELLIS*** ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEIR CELL PHONES.

WHERE'S THE BLASTED ***FANTASTIC FOUR*** DURING THIS CRISIS?

WE HEAR THERE'S SOME KIND OF ***SUMMIT*** ATOP FOUR FREEDOMS PLAZA!

THEY'RE ***TALKING*** WHEN THEY SHOULD BE DEFENDING US?!

TELL REWRITE THERE'S WIDESPREAD ***LOOTING*** UPTOWN!

WHA -- ?

WHAT'S HAPPENING?!

IT-IT'S EITHER AN ***EARTHQUAKE*** -- OR SOMEONE'S DETONATED A ***BOMB!***

I'M AFRAID THE NEWS IS EVEN *WORSE*, PEOPLE!

KNOOM

IT'S THE SENTINELS--!

THEY'RE ATTACKING THE BUGLE!

THAT METAL MONSTER MUST HAVE TARGETED OUR *ELECTRICAL SYSTEM!*

WE'VE LOST *LIGHTS... POWER!*

HE'S TRYING TO SHUT US *DOWN!*

MEANWHILE, UPTOWN AND TO THE WEST, IN THE DAILY GRIND...

The Daily Grind

MOVE IT, PEOPLE! MOVE IT!

WE JUST GOT WORD THAT LOOTERS ARE RANSACKING THE NEIGHBORHOOD!

MAYBE WE SHOULD RETURN TO OUR HOMES!

IT'S YOUR CHOICE... BUT I THINK YOU'LL BE SAFER IN MY BASEMENT!

YOU STAYING OR GOING, DESIREE?

I... I CAN'T DECIDE, BEN!

WE'RE NOT IN ANY LESS DANGER HERE!

MAYBE NOT, BUT AT LEAST YOU'RE WITH FRIENDS!

I... I'M SO AFRAID!

WE ALL ARE!

SHIRLEY! I NEED YOU TO LOOK AFTER DESIREE FOR ME!

A-AREN'T YOU COMING?

MOM! MOM! I'VE SECURED THE WINDOWS, BUT SOMEBODY'S GOT TO STAND OUTSIDE TO GATE THE FRONT DOOR!

THAT'S MY JOB, DEVON! YOU JOIN THE OTHERS!

YOU CRAZY, REILLY?! THESE MEAN STREETS AIN'T NO PLACE FOR A WIMP LIKE YOU!

GET YOUR BUTT DOWN THOSE STAIRS, BEN REILLY! YOU HEAR ME?

NO CAN DO, SHIRL!

WIMP, MOI?!

THOUGH HE STILL USES THE NAME **BEN REILLY**, HE RECENTLY CAME TO ACCEPT THAT HE'S THE REAL **PETER PARKER**.

FOR FIVE YEARS, HE BELIEVED HE WAS THE **CLONE** --

-- AND HE WANDERED THIS COUNTRY --

-- DESPERATELY TRYING TO GIVE **MEANING** AND FIND A **DIRECTION** FOR HIS ARTIFICIAL LIFE.

THOSE DAYS ARE **OVER!**

HIS CITY IS IN **CRISIS**, AND HE HAS A **JOB** TO DO!

TRY TO STAY CALM, EVERYONE! WE HAVE PLENTY OF FOOD, AND THE RADIO WILL TELL US WHEN WE CAN LEAVE!

HOW WE GONNA UNLOCK THE GATE IF ***REILLY*** DOESN'T...

Uh...

...YOU KNOW...

WE CAN ALWAYS CALL SOMEONE TO CUT OFF THE LOCK... BUT WE DON'T NEED ANY MORE ***NEGATIVE*** THOUGHTS, DEVON!

I'M SURE BEN WILL BE ***FINE!***

SOMETHING ABOUT THAT BOY INSPIRES ***CONFIDENCE!***

S'FUNNY, BEING ALL HUDDLED DOWN HERE REMINDS ME OF WHEN I WAS A LITTLE GIRL AT ***OUR LADY OF GRACE.***

IT WAS THE EARLY ***SIXTIES*** AND THE ***COLD WAR*** WAS ALL ANYBODY EVER TALKED ABOUT.

"EVEN US CHILDREN, WE KNEW WE HAD TO BE PREPARED BECAUSE..."

IT WAS ONLY A MATTER OF TIME BEFORE SOME MANIAC ***BOMBED*** OUR COUNTRY...

...AND, SPECIFIC-ALLY, OUR SCHOOL!

THEY USED TO HERD US INTO THE HALLWAYS... WHERE WE'D COWER BENEATH OUR COATS...

... AWAITING NUCLEAR DESTRUCTION... LISTENING TO THE ***EMERGENCY BROADCAST SYSTEM.***

YOU GOTTA BE KIDDING ME, MOM. LIKE A COAT WOULD REALLY PROTECT YOU FROM NUCLEAR FALLOUT.

WE WEREN'T ONLY DEPENDING ON COATS. WE ALSO HAD ***ANGELS.***

SAY ***WHAT?!***

"-- AND THEY WERE SUPPOSED TO KEEP US FROM ***HARM!"***

THEY WERE CALLED ***GUARDIAN ANGELS*** --

"I KNOW THE VERY IDEA OF A GUARDIAN ANGEL SEEMS PRETTY ***RIDICULOUS*** IN TODAY'S JADED WORLD --."

"-- BUT THERE'S GREAT ***COMFORT*** IN KNOWING THAT SOMEONE IS WATCHING OVER YOU --

"-- SOMEONE WHO REALLY ***CARES!***"

MEANWHILE, DOWNTOWN...

STEADY, MARY JANE! ONLY A FEW MORE BLOCKS --!

OKAY, HANDSOME, BUT DON'T BLAME ME IF OUR CHILD HAS AN UNNATURAL FONDNESS FOR ***HEIGHTS!***

OOO! HE'LL BECOME A FAMOUS ***AERIALIST!***

OR ***SHE*** COULD BE AN AIRLINE PILOT!

I'VE GOT TO HURRY! THE SLIGHTEST DELAY COULD PROVE FATAL!

THERE'S A RISK MY POWERS WILL SUDDENLY VANISH ON ME LIKE THEY DID BEFORE, AND -- AW, ***NO!***

AS SHOWN IN ***SPECTACULAR SPIDER-MA #237*** – *Risky Ralf.*

SPWA-DUAM

QUARRY'S PARAHUMAN CAPACITIES INSUFFICIENT TO DETER THIS UNIT.

SURRENDER IS ONLY LOGICAL OPTION.

SURE! I'LL GLADLY FORFEIT MY FREEDOM!

NOT!

GET DOWN, MARY JANE! HE ONLY WANTS ME!

W-WHAT ARE YOU PLANNING --?!

TO LEAD HIM AWAY FROM YOU AND THE BABY!

PETER, NO--!

IT'S TOO DANGEROUS!

TRY TO MAKE IT TO THE BUGLE, HON!

YOU'LL BE SAFE THERE!

SENTINEL QUARRY INITIATING AIRBORNE ESCAPE.

THIS UNIT WILL EFFECT PURSUIT. GYROSCOPIC STABILIZERS ALTERED FOR HORIZONTAL FLIGHT PATTERN.

ALTERATION BEARING :0:009 PERCENTILE. LIMITED PARAMETERS COMPENSATION.

SENSORS DETECT SECONDARY LIFEFORM GESTATING WITHIN HUMAN FEMALE BELOW. READINGS BEYOND RANGE OF EMBRYONIC NORMALCY.

OPTICAL SENSORS WILL RETAIN PHOTOGRAPHIC IMPRINT OF HUMAN FEMALE FOR INDENTIFICATION PURPOSES. DOWNLOADING OF SECONDARY LIFEFORM DATA TO COMMENCE SIMULTANEOUSLY.

H-HE'S TALKING ABOUT OUR BABY! DOES THAT MEAN --?

APPREHENSION OF FLEEING QUARRY IN APPROXIMATELY 7.05 SECONDS.

I THINK YOU BETTER TAKE THAT STOPWATCH BACK TO THE JEWELER'S, RIVET-HEAD...

...'CAUSE THE MAINSPRING'S BUSTED.

BESIDES US SPIDER-MEN HAVE A NASTY HABIT OF NOT DOING THINGS ON TIME. SEE?

QUARRY'S EVASIVE MANEUVERS HAVE A 97.03 PERCENT SUCCESS FACTOR. TACTICAL COMPENSATION. SUCH TACTICS WILL NOT STYMIE THIS UNIT IN SUBSEQUENT PURSUIT.

YOU MAY HAVE A POINT, BOLT BRAIN! YOU'RE A TIRELESS MACHINE WHO'S ALSO A ***LIVING ARSENAL*** --

-- WHILE I ONLY HAVE MY RAZOR-SHARP ***WITS***, MY SPIDER-LIKE ***PROWESS***, AND MY EVER-AMAZING ABILITY TO ***STICK*** TO --

PWAP

-- WALLS?!

M-MY POWERS --! I'VE LOST THEM ***AGAIN!*** THEY'RE ***GONE!*** ***GONE!***

SPWAT

GWAP

B-BUT IT LOOKS LIKE...

...I ONLY DELAYED THE INEVITABLE!

TH-THE SENTINEL'S *ZEROING IN --*

-- AND I'M COMPLETELY HELPLESS!

UNIT'S SENSORS DETECT SUDDEN ABSENCE OF SUPERHUMAN ABILITIES EXTANT IN QUARRY.

CELLULAR READINGS INDICATE DORMANCY IN SAID FACULTIES.

WHEW I...I WOULD HAVE BEEN STREET SPLATTER...

I-IF NOT FOR THIS HANDY FLAGPOLE!

READINGS' INTERPRETATION COMMENCING. CROSS-REFERENCING WITH THIS UNIT'S PRIMARY OBJECTIVE.

TACTICAL FUNCTIONS NOW SUPERSEDED BY STRATEGIC. QUARRY'S THREAT LEVEL TO ONSLAUGHT DIMINISHED TO NORMAL HUMAN PARAMETERS.

THIS UNIT'S PROGRAMMING DOES NOT WARRANT EXTERMINATION OF QUARRY IN PRESENT CONDITION. PURSUIT TERMINATED. INFORMATION DOWNLOAD OF COMPLETED SEQUENCE TO FOLLOW.

EVEN AS PETER PARKER BREATHES A SIGH OF RELIEF --

-- NINE CITY BLOCKS TO THE SOUTH --

-- J.JONAH JAMESON TURNS TO FACE HIS ASSEMBLED STAFF.

I JUST GOT WORD FROM THE PRESSROOM. OUR EMERGENCY GENERATORS ARE NOW **ON-LINE.**

THEY ESTIMATE WE HAVE ENOUGH FUEL TO RUN **LIGHTS, ELEVATORS** AND **PRESSES** FOR THE NEXT TWELVE HOURS.

WHAT ABOUT COMPUTERS AND WORD PROCESSORS?

WE CAN'T SPARE THE JUICE --

-- IF WE INTEND TO **PUBLISH** FOR THE DURATION OF THIS CRISIS!

I'M NOT GOING TO LIE TO YOU PEOPLE. THE SITUATION OUTSIDE IS **BAD.**

AND GETTING **WORSE.**

I REALIZE MANY OF YOU ARE WORRIED ABOUT YOUR **FAMILIES.**

GO **HOME** IF YOU THINK YOU MUST.

I WON'T THINK ANY **LESS** OF YOU.

AND... Uh... YOUR PAYCHECKS WON'T BE DOCKED.

I'M STAYING!

NO METAL MONSTER CAN STOP THE **DAILY BUGLE** FROM REPORTING THE NEWS!

OUR NEXT EDITION IS GOING OUT EVEN IF WE HAVE TO HAND-WRITE AND **PERSONALLY** DELIVER EVERY COPY!

Uh... Mr. JAMESON...

I HATE TO INTERRUPT...

BUT THERE'S A BIG **FIGHT** OUTSIDE OUR BUILDING!

THAT MISERABLE **WEB-SWINGING FOOL** IS ONLY GOING TO **INCREASE** OUR DANGER BY ANTAGONIZING THE **SENTINEL!**

Uh... IT ISN'T **SPIDER-MAN,** SIR.

WHAT?!

HAHAHA HAHA

THAT'S THE GREEN GOBLIN --

-- AND HE ACTUALLY SEEMS TO BE *WINNING!*

I DON'T KNOW WHAT'S *WORSE...*

...THE GIANT ROBOT OR THE COSTUMED MANIAC?

WHY IS *EVERYONE* STANDING LIKE STATUES?

IF YOU'RE STICKING AROUND, GRAB AN OLD MANUAL *TYPEWRITER* FROM THE STORAGE CLOSET... AND *PUNCH KEYS!*

WE'VE GOT A NEWSPAPER TO PUBLISH!

UPTOWN...

STAY BACK!

YOU SAVAGES WON'T TEAR MY PLACE APART!

IF WE DON'T TRASH IT... THE *SENTINELS* WILL!

HAVEN'T YOU *HEARD*, MAN --

IT'S *THE END OF THE WORLD!*

F-FORGET THE STORE!

IT ISN'T WORTH OUR LIVES!

IT *IS* MY LIFE!

I BROKE MY *BACK* BUILDING THIS BUSINESS!

OOOO! AND NOW WE GET TO BREAK YOUR *HEAD!*

NOPE!

SORRY!

NOT IN THIS LIFETIME!

SPIDER-MAN!

AS MUCH AS *YOU MAY* DESERVE IT, I DON'T INTEND TO PLAY *PATTY-CAKE* WITH YOUR LESS THAN ADORABLE FACES.

I AM *NOT* YOUR PROBLEM.

WHY?! YOU GONNA BEAT UP ON US?

I STRONGLY SUGGEST YOU PEOPLE PART COMPANY, AND EVACUATE THIS STREET.

HE IS!

MEANWHILE, BACK AT THE DAILY BUGLE...

A BATTLE AT FF HEADQUARTERS!

CALLS HIMSELF ONSLAUGHT!

SOME KIND OF MUTANT!

-- AND STAY AWAY FROM WINDOWS!

YEAH...

ME, TOO!

MARLA ALL RIGHT?

SHE WAS LOCKED IN HER LAB, AND DIDN'T KNOW THERE WAS A PROBLEM UNTIL I CALLED.

HOW'S YOUR FAMILY?

AS WELL AS CAN BE EXPECTED!

LOOK AT HOW MY WORDS HAVE *INSPIRED* THEM, ROBBIE!

THESE PEOPLE WILL RISK THEIR *LIVES* FOR THEIR *FEARLESS* PUBLISHER!

IF YOU SAY SO.

COULD YOU USE A COUPLE OF FRESH *PLAYERS*, COACH?

PETER! I THOUGHT YOU HAD ANOTHER WEEK OF SICK LEAVE!

SO DID I... BUT... WELL... *SENTINELS* HAPPEN!

LOOK, MARY JANE, I KNOW YOU DON'T WANT ME GOING BACK OUTSIDE --

-- YOU DON'T HAVE TO EXPLAIN, TIGER.

I UNDERSTAND.

I REALLY DO.

IS THERE A SPARE CAMERA ON THE PREMISES?

AND AN EXTRA DESK?

MY TYPING'S A LITTLE RUSTY, BUT I CAN ALWAYS PROOFREAD!

RIGHT THIS WAY, YOUNG LADY! WE CAN CERTAINLY USE THE HELP!

I'LL SEE YOU LATER, MARY JANE.

I HOPE!

UPTOWN...

NYAH, NYAH! YOU FRUSTRATED YET? READY TO CALL IT QUITS?

YOU CAN'T HIT ME!

THIS UNIT HAS CALIBRATED QUARRY'S RESPONSE TIME TO CURRENT OFFENSIVE MODE --

-- AND WILL MAKE OPERATIVE ADJUSTMENTS.

IF THAT'S THE CASE --

-- I'D BETTER PUT THE *KIBOSH* ON YOU REAL SOON!

SPLATT

OPTICAL SENSORS OBSCURED BY UNKNOWN SUBSTANCE.

WHOOPS!

CLUMSY ME!

I HIT YOU IN THE *HEAD* WITH MY *IMPACT WEBBING!*

PLEASE ALLOW ME TO --

-- *KNOCK IT OFF!*

SPWUNK

I ASSUMED YOU KNEW I WASN'T REFERRING TO THE *WEBBING!*

PA-SKAK

OUCH!

THAT'S GOTTA HURT!

RESUMPTION OF THIS UNIT'S VERTICAL POSTURE IN 4.05 SECONDS FROM IMPACT.

REALLY?!

THAT'S A HANDY BIT OF TRIVIA!

HOW'S ABOUT WE PUT IT TO A LITTLE *TEST?!*

I DON'T KNOW *WHY* YOU AND YOU COMPUTERIZED COMRADES INVADED MY CITY.

I CAN'T *IMAGINE* YOUR REASONS FOR CAUSING SUCH WHOLESALE DESTRUCTION!

SCREEE

RAK

BUT I'VE HAD ENOUGH!

ENOUGH!

Y-YOU CAN'T TELL ME *THAT* DIDN'T HURT!

BUT I THINK I'M FINALLY GETTING THE HANG OF ***SENTINEL SMASHING!***

THE REST OF THOSE METAL-HEADED MEATBALLS HAD BETTER ***WATCH OUT!***

O-ONE DOWN...

A FEW THOUSAND TO GO!

SPIDER-MAN IS COMING --

-- AND I'M ***NOT*** TAKING PRISONERS!

ONSLAUGHT VOL. 5 TPB COVER BY ANDY KUBERT & JESSE DELPERDANG

MARVEL COMICS

SPIDER-MAN

SEPT '96 72

SPIDER-MAN

SPECIAL HEROES REBORN UPDATE INSIDE!™

APPROVED BY THE COMICS CODE AUTHORITY

THIS MONTH'S MUST-READ MARVEL COMIC

MUST-READ

AVALANCHE IMPACT 2™

JIM JIM AW

LIFE USED TO BE SO SIMPLE.

I WAS PETER PARKER... THE AMAZING SPIDER-MAN.

THEN THINGS HAPPENED... THINGS CHANGED...

...AND NOW I'M CONTENT TO FILL MY WAKING HOURS AS A HUSBAND, A FATHER-TO-BE, AND A STAFF PHOTOGRAPHER FOR THE DAILY BUGLE.

NOT A BAD LIFE... REALLY.

IT'S NOT LIKE LIFE HAS GOTTEN ANY LESS INTERESTING SINCE I LOST MY SPIDER-POWERS.

GUESS I SHOULDN'T SAY "LOST"... THEY HAVE STARTED COMING BACK... SPORADICALLY.

RIGHT NOW I COULD REALLY USE THE PROPORTIONATE STRENGTH OF A SPIDER, NOT TO MENTION THE WALL-CLIMBING ABILITIES.

AN HOUR AGO I WAS ON THE WAY HOME FROM A STAY IN THE INTENSIVE CARE WARD OF NEW YORK UNIVERSITY MEDICAL CENTER WITH THE LOVE OF MY LIFE, THE WOMAN WHO IS CARRYING MY CHILD, MARY JANE PARKER.

SUDDENLY, JUST WHEN WE THOUGHT THINGS WERE STARTING TO LOOK UP FOR US...

SEE AMAZING SPIDER-MAN #415 -- Dr. Ralf.

...THE WORLD'S GONE MAD!

TOOK MARY JANE TO THE RELATIVE SAFETY OF THE DAILY BUGLE BUILDING. HAD TO GET AS FAR AWAY FROM MARY JANE AS POSSIBLE.

THE **SENTINELS** TARGETED ME AS A THREAT WHEN MY SPIDER-POWERS CAME BACK, THEN LEFT ME ALONE WHEN THE POWERS FADED.*

CAN'T RISK BEING NEAR HER AND THE BABY WHEN MY POWERS DECIDE TO KICK BACK IN.

* YOU GUESSED IT -- IN **ASM#415**-- Repetitive Ralf.

I THINK I REMEMBER READING IN THE BUGLE THAT THE SENTINELS WERE ORIGINALLY DESIGNED TO "**PROTECT** THE HUMAN RACE FROM THE MUTANT MENACE."

WELL, OBVIOUSLY, SOMEONE'S CROSSED THEIR WIRES, BECAUSE I DON'T SEE A WHOLE LOT OF PROTECTING GOING ON.

SO, FOR NOW, ALL I CAN DO IS STAND HERE AND SNAP PICTURES WHILE THESE GIANT ROBOTS TERRORIZE THE CITY...

... AND HOPE THAT MY SPIDER-POWERS COME BACK IN TIME FOR ME TO MAKE A DIFFERENCE.

LIKE I SAID...

... LIFE USED TO BE SO SIMPLE.

WHOA!

GETTING A MAJOR BUZZ CUTTING THROUGH MY HEAD.

THAT WOULD BE MY **SPIDER-SENSE** RETURNING.

WHICH MEANS --

--SPIDER-MAN!

IT DOES FEEL WEIRD TO BE WATCHING **HIM** FROM THE SIDELINES.

IT WASN'T TOO LONG AGO THAT IT WOULD'VE BEEN **ME** WEARING THE WEBS.

FOR FIVE YEARS IT **WAS** ME.

THEN THE MAN CALLING HIMSELF BEN REILLY CAME BACK AND TURNED THE LIFE I THOUGHT WAS MINE UPSIDE DOWN.

THAT'S WHEN I FOUND OUT I WAS NOTHING MORE THAN A CLONE OF THE MAN I BELIEVED MYSELF TO BE.

A CLONE OF **HIM.**

BUT HE'S BACK.

HE'S GOT HIS LIFE AND I'VE GOT MINE... OR IS IT THE OTHER WAY AROUND?

WHATEVER! HE'S THE ONE RISKING HIS LIFE RIGHT NOW.

AND IT LOOKS LIKE HE'S IN TROUBLE. SPIDER-POWERS AREN'T BACK AT FULL STRENGTH YET, BUT...

... I'VE GOT TO DO SOMETHING.

BEN IS THE CLOSEST THING TO A BROTHER I'VE EVER HAD.

AND I KINDA LIKE HIM.

BUT IF HE IS ME --

-- OR I'M HIM --

-- DOES THAT MAKE ME A MAJOR LEAGUE EGOTIST... OR WHAT?

WAY TO GO, BEN!

DON'T LET THOSE OVERGROWN TIN MEN KEEP YOU DOWN!

BUT A COMPACT CAR? THAT'S THE BEST YOU COULD DO?

WHEN I WAS SPIDER-MAN, I SETTLED FOR NOTHING LESS THAN A STRETCH LIMO! THEY HAVE A LITTLE MORE HEFT.

BUT I GUESS A LITTLE WIMPY CAR CAN GET YOUR POINT ACROSS JUST AS WELL.

WHAM

OR NOT!

LOOKS LIKE THERE ARE JUST TOO MANY OF THE BIG GUYS FOR YOU, BUDDY.

SO...

IDENTIFICATION: SPIDER-MAN. NON-MUTANT ENHANCED HUMAN BEING. STANDING ORDERS: TERMINATION.

KTHUNK

THIS UNIT UNDER ATTACK FROM SECONDARY SOURCE.

THAT'S RIGHT, YOU OZ REJECT, I'M DOWN HERE!

IDENTIFICATION: JOHN DOE-8, NON-MUTANT ENHANCED HUMAN BEING. SECOND ATTEMPT TO INTERFERE WITH PRIME OBJECTIVES OF SENTINEL UNITS. STANDING ORDERS: UPGRADE FROM APPREHENSION TO...

...TERMINATION.

LOOKS LIKE I'VE GOT HIS ATTENTION.

LUCKY ME.

PETER!

SURE... GIVE THEM MY NAME, WHY DON'T YOU?!

THIS UNIT'S OPTICAL RECEPTORS ARE OBSCURED BY A LONG-CHAIN POLYMER OF UNKNOWN ORIGIN.

THWAP

THWAP

WAS THAT NOT MY INTENT?

IT'S BAD ENOUGH THAT HALF THE VILLAINS I'VE EVER FACED SEEM TO KNOW MY SUPPOSEDLY "SECRET" IDENTITY...

... NOW I'M GOING TO HAVE TO EXPLAIN TO MARY JANE WHY A FORTY-FOOT ROBOT IS FOLLOWING ME HOME.

GREAT.

JUST ***GREAT!*** IT'S NOT BAD ENOUGH THAT I STILL DON'T EVEN KNOW WHO THIS ***ONSLAUGHT*** IS... ***AND*** I SEEM TO HAVE MY OWN PERSONAL SENTINEL HIT SQUAD... NOW I'VE GOT TO SAVE ***YOUR*** BUTT, TOO!

WHAT ARE YOU DOING HERE, PETER?

WOULD YOU BELIEVE JUST TRYING TO LEND A HELPING HAND TO MY BIG BROTHER?

WONDERFUL.

LET'S GET YOU SOMEPLACE SAFE.

FUNNY HOW WHEN YOU DON'T HAVE ANY WEB-SHOOTERS, AND YOUR POWERS ARE FADING IN AND OUT...

... THE GROUND SUDDENLY SEEMS VERY **REAL** AND VERY FAR DOWN THERE.

HOLD ON TIGHT.

LIKE YOU HAVE TO TELL ME *THAT!*

YOU KNOW, BEN...

... YOU CAN JUST DROP ME OFF ANYWHERE. WHEN I SAY *DROP* I MEAN...

FRZAT

HE'S HIT! UNCONSCIOUS AND DROPPING LIKE A STONE.

AND THEY'RE COMING UP FAST!

LET'S SEE IF I REMEMBER HOW TO USE THESE WEB-SHOOTERS.

A FINGER HERE.

A "THWIP" THERE.

AND VOILA... A WEB-CHUTE.

HEY! IT'S DARK IN HERE!

HE'S COMING AROUND.

GOOD. I DON'T THINK WE'VE GOT MUCH TIME.

WHERE THE --?

RELAX, WE SEEM TO HAVE LOST THEM FOR NOW.

EITHER THIS STACK IS SHIELDING US FROM THEIR PROBES OR THEY'VE GOT SOMETHING ELSE TO DO.

EITHER WAY... CATCH A BREATH AND LET'S GET MOVING.

HOW..?

IT'S AMAZING HOW THE FEAR OF KISSING THE PAVEMENT FROM SEVERAL HUNDRED FEET UP WILL GET THE BLOOD RUSHING TO THE BRAIN.

SO ***WHERE*** ARE WE? SOMEHOW THIS PLACE SEEMS FAMILIAR.

NOW I REMEMBER/ BUT I THINK THE LAST TIME I WAS IN A ***SMOKESTACK*** I WAS BY ***MYSELF***... SUPPOSEDLY ***DEAD***, AND ***YOU*** PUT ME THERE TO ***CREMATE*** ME.

>HMMPH< GO FIGURE/ LOOKS LIKE WE AREN'T BURNING UP, Mr. SCIENCE MAJOR/

YEAH... YEAH... YEAH... GIVE ME A BREAK.

I ***THOUGHT*** I HAD JUST WATCHED MY ***CLONE*** DIE/ GUESS I WASN'T THINKING STRAIGHT. SO SUE ME/

NOW LET'S FIND A WAY OUT OF HERE THAT ISN'T SKYWARD/

STILL FALLING BACK ON THE *"WOE IS ME! MY CLONE DIED,"* EXCUSE... Huh?

WHAT NEXT...? MY PARENTS CAME BACK FROM THE DEAD AND TURNED OUT TO BE LIFE MODEL DECOYS?

I OUGHTA..!

I THINK YOU JUST DID. MEANWHILE, I...

... FOUND US A WAY OUT.

SO WHAT DO WE DO NEXT, BEN?

WE DO NOTHING.

IN CASE YOU HAVEN'T NOTICED, ***THIS*** IS A SPIDER-MAN THING.

AND I DON'T NEED ANY DISTRACTIONS FROM --

UGPH!

BEN?

I'M FINE. JUST A LITTLE WINDED FROM THE BLAST. I'LL BE OKAY.

THEY'RE COMING. WE'RE GOING TO HAVE TO TAKE A STAND.

NO!

THIS IS *MY* FIGHT, PETER. GET AWAY, GO TO YOUR WIFE.

GO TO YOUR LIFE.

AND TAKE THESE. YOU'RE GOING TO NEED THEM IF YOU'RE GOING TO GET PAST THE SENTINELS.

I'LL TAKE *ONE*. YOU DON'T HAVE A CHANCE AGAINST THEM WITHOUT YOUR WEBBING.

GO BE A DADDY, PETER.

HE'S RIGHT. I DON'T BELONG HERE. NEVER DID.

HE'S SPIDER-MAN!

HE'S THE ORIGINAL.

HE'S THE HERO.

ME... I'M JUST A MAN.

ALL UNITS, ALERT. PATROL Z-40 HAS LOCATED THE ENHANCED HUMAN DESIGNATE: SPIDER-MAN. INITIATING TERMINATION.

YEAH... YOU'RE RIGHT.

YOU ARE BY FAR THE MOST FEARSOME BAD GUYS I'VE EVER GONE UP AGAINST.

KRAVEN... A WIMP.

DOC OCK... A PUSHOVER.

NOPE... YOU SENTINELS MAKE THEM ALL LOOK LIKE A BUNCH OF RANK AMATEURS.

I'M JUST SITTING HERE, QUAKING IN MY TIGHTS, AND WAITING TO BE PUT OUT OF MY MISERY.

BUT, BEFORE YOU'RE KIND ENOUGH TO ***END*** MY MISERABLE LIFE, JUST LET ME STAND AND GIVE THE HAND THAT YOU, AND YOUR CREATORS, DESERVE.

WHAM

PARDON ME, DID I SAY *GIVE* YOU A HAND?

MY MISTAKE!

SEE! THAT'S JUST LIKE ME.

I CAN'T ***TELL*** YOU HOW MANY OF THE BAD GUYS THAT I'VE BATTLED HAVE SAID THAT MY INCESSANT JAPES AND JIBES GIVE THEM A SPLITTING HEADACHE.

READJUSTING OFFENSIVE PARAMETERS TO TERMINATE TARGET. SENTINEL DESIGNATE: 47139-8 RENDERED PARTIALLY INOPERATIVE BY PROJECTILE THROUGH CRANIAL CASE.

READJUSTED OFFENSIVE SEQUENCE SUCCESSFUL. CAPTURE OF TARGET ACHIEVED IN 7.9 SECONDS FROM INITIATION.

TERMINATION OF OBJECTIVE IMMINENT.

IF I HAD A NICKEL FOR EVERY TIME I'VE HEARD *THAT*...!

MONETARY UNITS ARE INCONSEQUENTIAL IN THIS INSTANCE.

ALERT! POLYMER STRANDS OF UNKNOWN ORIGIN ENSNARING THIS UNIT'S CRANIUM.

YOU KNOW, I WAS AIMING FOR THE NECK, BUT...

COME ON. ALL I NEED IS FOR THE SPIDER-POWERS TO LAST A FEW MORE SECONDS.

A FEW MORE.

AND I... CAN DO...

...THIS!

AND THIS.

THWP

AND MAYBE... THIS... THIS... AND THIS!

KLUNK

CRAK

KLUNK

CRAK

KLUNK

CRAK

I'VE GOT TO TELL YOU SOMETHING, BEN...

... I KNOW YOU'RE THE REAL GUY.

AND I KNOW I DON'T HAVE YOUR EXPERIENCE, BUT...

...I WAS *GOOD* AT THIS!

YOU'LL GET NO ARGUMENT FROM ME.

AND THANKS.

SO WHAT DO YOU SAY I GIVE ***YOU*** A LIFT BACK DOWN INTO THE TUNNELS...

... AND WE FORMULATE A PLAN ON HOW WE'RE GOING TO RID THIS TOWN OF THE FORTY-ON FOOT PURPLE MEANIES?

DO YOU HAVE ANY IDEA WHAT WE'RE GOING TO BE UP AGAINST?

ABOUT AS MUCH AS ***YOU*** DO... SOME GUY NAMED ***ONSLAUGHT.*** WORD ON THE STREET IS THAT THE AVENGERS AND THE X-MEN ARE TAKING HIM.

FEEL UP TO FINDING THE FIGHT?

A LITTLE BIT MORE SO...

"...NOW THAT ***YOU'RE*** WITH ME."

MARVEL® COMICS

SPIDER-MAN

OCT. '96 9

APPROVED BY THE COMICS CODE AUTHORITY

THE SENSATIONAL SPIDER-MAN®

AFTER THE DARKNESS™

-- COMES THE SWARM!™

KANEO 'N CASE

MANHATTAN --

THE INSTITUTE OF SEISMOHARMONIC RESEARCH --

-- A FACILITY DEDICATED TO THE STUDY OF THE COUNTLESS LAYERS OF VIBRATORY ENERGY THAT PERMEATE THE EARTH AND AIR AROUND US.

I'M TELLING YOU, MATTHEW -- THIS IS THE FUTURE!

WE'VE KNOWN FOR YEARS THAT VIBRATIONS ARE THE GLUE OF OUR EXISTENCE; THEY'RE INHERENT IN EVERYTHING WE SEE!

-- YET ALSO RESPONSIBLE FOR SOMETHING AS DELICATE AS THE MOLECULAR COHESION THAT HOLDS TOGETHER ALL THINGS ORGANIC AND INORGANIC.

WITH THIS BABY, WE'LL BE ABLE TO IDENTIFY THOSE VIBRATORY PATTERNS WITH SUCH PRECISION --

THAT'S NOT WHAT I'M CONCERNED ABOUT, DAVE.

THIS THING ALSO HAS THE ABILITY TO ALTER THOSE PATTERNS. PATTERNS -- YOU JUST SAID SO YOURSELF --

-- THAT COMPRISE ONE OF THE MOST DELICATE FORCES OF NATURE! WHO ARE WE TO PLAY WITH THAT KIND OF POWER?

WE'RE RESPONSIBLE SCIENTISTS WHO --

!?!

CRASH

DAVE! MATTHEW! LOOK!

WH-WHAT IS IT...?

IS IT SMOKE?!

IS THERE A FIRE?!?

MILTON, DANIEL

N-NO... IT DOESN'T LOOK LIKE SMOKE...

IT'S BEES, DAVE --

-- AND THEY LOOK LIKE THEY'RE TRYING TO GET IN!!

MEANWHILE, ACROSS TOWN --

Running -- or should I say, "SWINGING"? -- a little LATE for work this morning.

Couldn't CHANCE that the BUS would get me here in time.

Public transportation's been really screwed up since the whole ONSLAUGHT fiasco.

But with the help of some WEB-FLUID and my SPIDER-BORNE AGILITY --

-- it's easy to make up for the LOST TIME!

PROPERTY OF NY SANITATION DEPT

FWIP

Spider-Sense says NOBODY'S LOOKING, so it's off with the MASK --

DAILY GRIND SERVICE ENTRANCE

EMPLOYEES ONLY

-- and BODDA-BING-BODDA-BOOM --

-- it's BEN REILLY, mild-mannered JAVA-JERK!

MORNIN', JOE, LOU.

HEY.

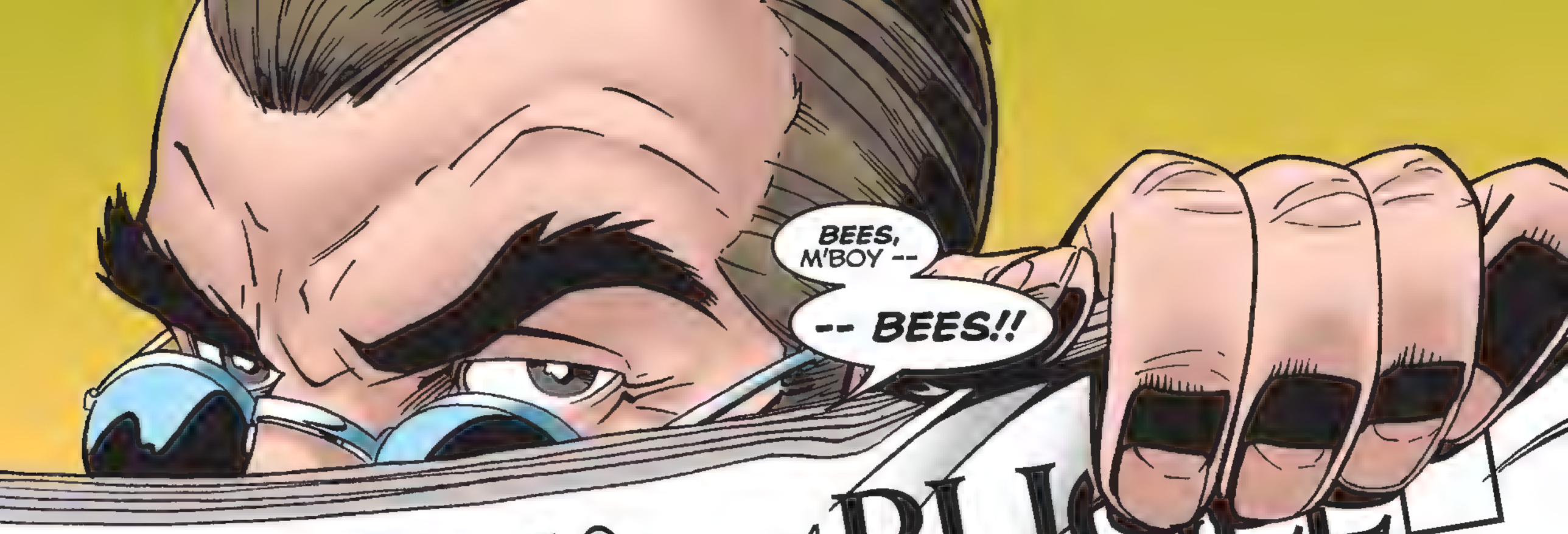
HEY, BEN.

MORNIN', SHIRL -- SORRY I'M LATE, I --

DON'T ***SWEAT IT***, BEN. ***EVERYONE'S*** DRAGGING TODAY -- MUST BE THE ***HEAT***.

WHAT'S THE ***BUZZ, BUZZ...?***

Hrmm.



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DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

VOL. XXXIV, NO. 9

WEDNESDAY, OCTOBER 16, 1996

SWARMED!

PRESENTED BY STAN LEE EXCLUSIVE TO THE BUGLE

MANHATTAN: Artist **Mike Wieringo**, penciler, and **Richard Case**, inker, were attacked by a swarm of killer bees in Central Park yesterday. Liz Agraphiotis, spokesperson for **Richard Starkings** and **Comicraft**, commented that **Gregory Wright**, colorist, had corralled the frenzied bees and relocated them to **Malibu** for enhancement. **Ralph Macchio**, editor, blamed the incident on writer **Todd Dezago**. Editor-in-chief **Bob Harras** was unavailable for comment.

IT APPEARS THAT ***HORDES*** OF ***BEES*** FROM ALL OVER THE COUNTRY HAVE DECIDED TO MAKE A ***PILGRIMAGE*** TO OUR FAIR ***METROPOLIS*** --

-- SWARMING IN NUMBERS ESTIMATED TO BE IN THE TRILLIONS, AND CAUSING NO SMALL AMOUNT OF PANIC AMONG THE POPULACE!

IT'S BAD ENOUGH THIS CITY BARELY SURVIVED THE WRATH OF ***ONSLAUGHT***, AND THIS ***HEATWAVE*** --

-- NOW WE'VE GOT ***BEES!***

GOOD MORNING, Mr. REILLY.

D-***DESIREE..?*** WHAT ARE YOU DOING SITTING AT THE ***BAR?*** WHY AREN'T YOU AT YOUR USUAL ***BOOTH..?!***

OKAY -- ENOUGH WITH THE ***PLEASANTRIES.*** LET'S CUT TO THE ***CHASE.***

WHAT TIME DO YOU ***GET OFF*** TONIGHT?

Um...

Uh...

IT'S A ***MOOT*** QUESTION...

... SHIRL ALREADY TOLD ME YOU'RE ***DONE*** AT ***5:30.*** SO IN ***THAT*** CASE, ***OKAY*** -- I ***WILL*** GO TO SEE ***"RENT"*** WITH YOU TONIGHT.

RENT!? THAT'S LIKE THE ***HOTTEST SHOW ON BROADWAY...*** YOU HAVE TO WAIT ***MONTHS*** TO GET TICKETS --

-- AND THEY MUST BE ***GOING FOR*** --

RENT
ADMIT ONE

THWAP

WELL, ***THAT*** WAS EASY ENOUGH...

DON'T BE ***LATE.***

Uh...

Hrmm.

... I'LL MEET YOU HERE AT 7:00, THEN.

MUST BE THE HEAT.

MEANWHILE, BACK AT THE LAB --

-- THE RESEARCHERS AT THE **SEISMOHARMONIC INSTITUTE** FIND THEMSELVES LITERALLY SURROUNDED BY **BEES**...

... A HUMMING **RING** OF THE **FURIOUS INSECTS** HERDING THEM INTO A **TIGHT GROUP!**

THIS IS **RIDICULOUS!**

I'M NOT GOING TO LET A **BUNCH OF BEES** KEEP ME FROM --

DAVE! NO, DON'T! YOU --

WHA -- **YEOW!**

Huh..?

THEY'RE... LEAVING...

YOU WERE STUNG BUT TWICE, HUMAN --

-- HAD WE WISHED TO TAKE YOUR LIFE, YOU WOULD BE **DEAD!**

MY HAND! MY HAND!

WE/I ARE SWARM! --

-- AND YOU WILL DO OUR BIDDING!

THIS FORM IS DISTURBING TO YOU... AND YET, ONCE --

-- WE/I WERE LIKE YOU!

ONCE, WE/I WAS MAMMALHUMAN -- A PHYSICIAN, AN APIARIST* -- WHO STUMBLED UPON A HIVE OF MUTATED KILLER BEES WHILE ON EXPEDITION IN SOUTH AMERICA.

* ONE WHO STUDIES BEES -- GO FIGURE! -- - Researchin' Ralf.

WHILE ATTEMPTING TO MAKE THE INTELLIGENT INSECTS MY OWN - TO CONTROL THEM --

-- THEY, INSTEAD, ATTACKED ME -- KILLING ME -- DEVOURING ME --

-- SOMEHOW ABSORBING MY CONSCIOUSNESS INTO THEIR HIVE-MIND!

INSTANTLY, I HAD CONTROL -- I HAD BECOME PART OF THEM --

-- WE/I BECAME SWARM!

SOON, WE/I FOUND OURSELVES AT ODDS WITH THE CHAMPIONS OF YOUR RACE --

-- THOSE THAT WOULD DENY US OUR RIGHT TO ASCEND THE EVOLUTIONARY LADDER AND TAKE OUR PLACE --

-- AS THIS PLANET'S NEW DOMINANT SPECIES!

EVENTUALLY, WE/I DECIDED THAT, GIVEN TIME, MANKIND WOULD SOON DESTROY ITSELF --

-- AND WE/I HAD ALL THE TIME IN THE WORLD!

WE/I WAITED...

... UNTIL WE/I WERE ATTACKED ONCE AGAIN -- ASSAULTED BY A PSIONIC STORM UNLEASHED BY YOUR KIND --

-- A MAELSTROM WHICH SEVERED THE TELEPATHIC BOND THAT REVERBERATES WITHIN OUR MUTANT COLONY!*

AND SO WE/I WERE DRAWN TO THE ORIGIN OF THE STORM --

* THE PSIONIC HURRICANE UNLEASHED BY **ONSLAUGHT IN X-MEN #56** – Referrin' Ralph.

-- AND IT IS HERE THAT YOU MUST USE YOUR EQUIPMENT TO RESTORE THE DAMAGED VIBRATORY RESONANCE!

WE/I MUST BE MADE COMPLETE -- WHOLE!

B-BUT -- WE HAVEN'T EVEN BEGUN TO ***EXPLORE*** THE VARIOUS VIBRATORY ***PLANES*** --

-- WE MIGHT CAUSE EVEN ***MORE DAMAGE*** --

YOU HAVE THE TECHNOLOGY NECESSARY TO ADJUST THE FIELD --

-- AND WE/I ARE A LIVING PART OF THE FIELD!

WE/I WILL INSTRUCT YOU IN THE COMPLETION OF THIS TASK -- AND YOU WILL DO IT --

-- OR YOU WILL DIE!

MEANWHILE, IN NEARBY FOREST HILLS --

SORRY ABOUT THE *HEAT*, MJ --

-- WHERE THE HOT NOON-DAY SUN BEATS DOWN ON TWO MORE MEMBERS OF OUR HAPPY LITTLE **CAST** -- **PETER AND MARY JANE PARKER.**

-- IT MUST BE MAKING YOU REALLY *UNCOMFORTABLE.*

Oh -- YOU MEAN ***MORE*** UNCOMFORTABLE THAN BEING ***EIGHT MONTHS PREGNANT*** AND FEELING LIKE A ***TICK*** ABOUT TO ***POP?!***

SIGH ***SORRY,*** HON, I DON'T MEAN TO BE *SNAPPY*. IT'S THE ***HORMONES,*** Y'KNOW?

Oh, PETER... LOOK AT ALL THIS ***DAMAGE !***

EVERY ***CONTRACTOR*** IN THE TRI-STATE AREA MUST BE WORKING ***OVERTIME*** JUST TRYING TO PUT THE CITY BACK ***TOGETHER!***

ONSLAUGHT.

HE MEANT TO ***ENSLAVE*** US. HE DESTROYED OUR CITY... ***MURDERED*** OUR ***HEROES...***

... HE TOOK AWAY ***SO MUCH...*** I...

... I'M ***SORRY,*** HON -- DIDN'T MEAN TO ***SKETCH*** ON YOU LIKE THAT...

AFTER YOU, MILADY!

YOU'RE ***SURE*** YOU WANT TO DO THIS, THEN..?

Oh, MORE SURE THAN SURE.

Mr. AND Mrs. PARKER! HELLO!

WE ARE READY TO TAKE SOME *PICTURES*, NO?

MORE THAN READY, *Dr. HAJETI!*

I'M SO *EXCITED* I COULDN'T EVEN *SLEEP* LAST NIGHT...

TO BE EXPECTED.

MY *APOLOGIES*. THE *BELLY JELLY* IS COLD -- BUT NECESSARY TO GET A GOOD *PICTURE*.

I ALWAYS TELL THE BABY, "*SAY CHEESE!*"

AND THERE IT *IS*, THE FIRST PHOTOGRAPH OF YOUR LITTLE BABY --

-- *GIRL!*

Okay, Miss DESIREE WINTHROP -- you wanna be FORWARD, you wanna be AGGRESSIVE? -- Well, I like that...

... I like that A LOT!

But you're NOT gonna catch me OFF-GUARD again! I'm not some stammering BONE-BRAIN...

... I can BANTER with the BEST of 'em!

Just enough time to throw some STUFF in the LAUNDRY --

-- SPIDER-SENSE?!

-- BATHROOM?!

-- SHOWER, SHAVE, and --

And do I smell --

-- CIGAR SMOKE..?

WHAT --

HEY!!

HEY, KID --

C'MON IN, THE WATER'S *FINE.*

J-JIMMY SIX! AND... Um...

THIS IS HARLEEN.

SEE **AMAZING SPIDER-MAN #70** – Good, clean, fun -- Ralf.

WHAT... ***WHAT ARE YOU DOING HERE..?!***

I'M ***REBUILDIN'*** MY ***CARBURETOR!*** C'MON, KID -- ISN'T IT ***OBVIOUS?***

WHEN YOU SAVED MY ***LIFE,*** YOU SAID FOR ME TO DROP BY ***ANYTIME...***

... WELL, ***NOW*** SEEMED AS GOOD A TIME AS ***ANY.***

Y'KNOW -- I COULD HOOK YA UP WITH SOME BETTER ***LOCKS...***

WELL --

-- Y'KNOW...

... NOW REALLY ISN'T A GOOD TIME! I'VE BEEN WORKING ALL DAY!

I'M HOT AND SWEATY! I'VE GOT A DATE --!

WELL, IF YA WANT, WE CAN LEAVE --

NO!

NONONO -- IT'S OKAY! STAY RIGHT --

HEY, KID, NO PROB! YOU GOTTA DATE, YOU TAKE THE BATHROOM...

I MEAN, IF WE'RE LIVIN' TOGETHER, WE'RE GONNA HAVETA SHARE... AM I RIGHT?

C'MON, HARL.

SURE THING, Mr. J --

-- BYE, CUTIE!

IN FRONT OF THE DAILY GRIND --

-- LATER THAT EVENING --

-- SLIGHTLY LATER THAN 7:00 --

BACK IN BUSINES

DESIREE!

Oh, MAN -- I'M SO SORRY I'M LATE!

THIS, Uh... FRIEND OF MINE DROPPED BY... WELL, HE'S NOT REALLY A FRIEND...

DON'T WORRY ABOUT IT, BEN --

-- ACTUALLY, I WAS KINDA AFRAID I HAD SCARED YOU OFF BY BEING SO BOLD EARLIER.

I'VE REALIZED LATELY THAT SOMETIMES I GET LOST IN WHO I AM. EVERYONE ALWAYS EXPECTS ME TO BE THIS FLY FASHION CHICK --

-- TO BE ALL ABOUT MYSELF... BUT THAT'S NOT ME.

I... I DON'T MEAN TO BE SO BLUNT... BUT... I LIKE YOU, BEN -- AND I'D LIKE TO GET TO KNOW YOU...

... AND I'D LIKE YOU TO GET TO KNOW ME. THE REAL ME.

Maybe we -- ZOINKS!

WHOA!

Suddenly, there's more to DESIREE than I'd ever IMAGINED? And I like it.

BEES!

REA

CLOUDS of them, CONVERGING over the CITY, BLOTTING OUT the sky!

And my SPIDER-SENSE is still going BLOOEY, so WHATEVER they're up to, it CAN'T BE GOOD!

ARE YOU OKAY?

Uh, YEAH... I...

SIRENS on the next block. The BEES must be causing a PANIC!

Have to find SOME WAY to TIP out of here -- become SPIDER-MAN!

Oh, GREAT! THERE GOES MY BEEPER!

BUT I DIDN'T HEAR ANY --

LOOK, DESIREE -- I'M REALLY SORRY. YOU GO ON, AND I'LL BE IN IN A MINUTE.

I'VE GOT TO MAKE A PHONE CALL.

BUT... BUT...

... I DIDN'T KNOW YOU HAD A BEEPER.

AND, MOMENTS LATER --

BUSTA RHYMES

PANDEMONIUM.

The BEES don't seem to be ATTACKING anybody, but that's not stopping everybody from PANICKING ANYWAY!

PANICKING --

-- and ADDING to the BUILDING CHAOS!

JEN! LOOK OUT!

THWIP

THWIP

THWIP

WE'RE DEAD WE'RE DEAD WE'RE --

HAMPTON MILK CO.

THANKS, MAN!

ANYTIME.

Oh -- now THAT doesn't look good...

RMMBLL

SWISH

KRMMBLL

KIDS THESE DAYS, Huh? WITH THEIR LOUD MUSIC AND STAMPEDING EVERYWHERE THEY GO...

... Y'KNOW, WHEN I WAS A LAD --

SCREECH

Huh?!

Oh, great -- just what we NEEDED --

-- some RUBBERNUT in a Lamborghini who's DETERMINED to get away from these BEES --

-- even if he has to run down forty-five PEOPLE to do it!

KTANG

HOOOLD ON THERE, BABALOOIE!

I SAID, "STOP!"

GET OUT OF MY WAY, YOU FREAK! LET ME THROUGH OR I'LL POP YOU LIKE A...

Probably not ME --

-- but SOMEBODY'D get hurt!

Why is it that most of the people with GUNS in this city are full of hot --

Oh, Spidey -- you're BAD ...

THUMP

FWUMP

ERFF?!

THWIPP

NOW, TOUGH GUY -- STAY IN THE CAR, OKAY?

Can't waste my time by just QUELLING the riot, I have to find out what's making the bees CRAZY --

-- treat the CAUSE instead of the SYMPTOMS!

THWIP

And the best way to do that would be to FOLLOW THE BEES.

They all seem to be heading for the same PARTY!

HOLY --

It's Bees... and ...

... and ...

Ah, SPIDER--

--YOU ARRIVE TOO LATE--

--WE/I HAVE ALREADY SEIZED THIS EDIFICE OF HARMONIC VIBRATORY STUDIES--

--AND WITH IT, WE/I WILL RECLAIM OUR RIGHTFUL PLACE--

--AS MASTERS OF THIS PLANET! AND THERE IS--

--NOTHING--

---YOU CAN DO--

--TO STOP US!!

MARVEL COMICS

SPIDER-MAN

NOV. '96 10

APPROVED BY THE COMICS CODE AUTHORITY

THE SENSATIONAL SPIDER-MAN

BUZZED!!

RING CASE

THE YOUNG LADY'S NAME IS **DESIREE WINTHROP** --

CURRENTLY SHE IS AT THE **NEDERLANDER THEATER** TRYING TO ENJOY A PRODUCTION OF THE BROADWAY MUSICAL, **RENT.**

RIGHT NOW, IT'S INTERMISSION.

SHE CAME HERE ON A DATE WITH A YOUNG MAN WHOM SHE FANCIES, NAMED BEN REILLY.

SHORTLY AFTER THEY ARRIVED, SOMETHING SUDDENLY "**CAME UP**" WHICH REQUIRED BEN'S **ATTENTION.** HE **EXCUSED** HIMSELF --

-- CLAIMING THAT HE'D RETURN IN A "FEW MINUTES."

THAT WAS ALMOST AN **HOUR** AGO.

SOME GIRLS WOULD BE MAD..!

THE SHOW IS ***DYNAMITE,*** BUT I CAN'T KEEP MY ***MIND*** ON IT... I KEEP ***ZONING...*** 'CAUSE ALL I CAN ***THINK*** ABOUT --

-- IS ***BEN!*** HE ***TOOK OFF*** OUT OF HERE SO ***QUICKLY...***

...I COULD TELL HE WAS... ***UNCOMFORTABLE.. PREOCCUPIED....***

JEEEZ --

-- THAT POOR MAN...

AT FIRST I THOUGHT IT MIGHT BE BECAUSE I HAD BEEN SO ***AGGRESSIVE*** WHEN I ASKED HIM OUT... BUT ***NOW...***

... NOW I ***KNOW*** WHY HE HAD TO LEAVE.

"I KNOW!"

BZZZZ

CRASK

YAAAH!

JILLARDS

Stan Lee Presents

GLOBAL SWARMING

THIS IS SWARM --

-- THE MALEVOLENT HIVE-MIND THAT CONTROLS THIS MASSIVE COLONY OF MUTATED KILLER BEES!

ZZZZZZ

ZZZZZZ

CURRENTLY, HE/THEY HAVE COMMANDEERED (AND ENVELOPED) THE INSTITUTE OF SEISMOHARMONIC STUDIES HERE IN MANHATTAN --

-- AND ARE FORCING THE CAPTIVE SCIENTISTS WITHIN TO SET INTO MOTION EVENTS WHICH WILL SPELL CERTAIN DOOM FOR ALL MANKIND!

THIS IS BEN REILLY --

WOW.

-- CURRENTLY, HE'S WEARING A SPIDER-MAN COSTUME -

THAT'S BECAUSE HE IS --

-- THE SENSATIONAL SPIDER-MAN!

YOU ARE TOO LATE, SPIDER --

-- THERE IS NOTHING YOU CAN DO TO STOP ME/US!

ZZZZZZ

BZZZZZZ

ZZZZZZ

911

THAT SHOULD HAVE YOU PRETTY MUCH CAUGHT UP... ARE THERE ANY QUESTIONS...?

ALL THESE **BEES** HAVE BEEN **MIGRATING** INTO NEW YORK OVER THE PAST COUPLE OF DAYS --

-- AND THEY'RE **STILL COMING!... FEEDING** THIS **SWARM-GUY...** WHO SOUNDS LIKE HE **KNOWS** ME...

THWIP

... OR RATHER, **SPIDER-MAN! PETER** MUST HAVE **THROWN DOWN** WITH **SWARMY** HERE, WHEN **HE** WAS WEARING THE **WEBSHOOTERS!**

AND HE MUST HAVE KICKED SOME SERIOUS **BEE BUTT..!**

... 'CAUSE THESE GUYS ARE GOING **WAY** OUTTA THEIR WAY TO GET OUTTA **MINE!!**

YEP. THEY'RE AVOIDING ME LIKE I DOUSED MY COSTUME IN **RAID!**

WHICH IS EXACTLY WHAT PETER PARKER DID, WAY BACK IN SPECTACULAR **SPIDER-MAN** #36 – Repellent Ralf.

BUT, BEFORE I **SWING** IN WITH **BOTH FEET,** I THINK I WANNA TRY ONE MORE **TEST** OF MY LITTLE **"GENETIC MEMORY" THEORY.**

Oh, **YEAH...** THEY DON'T LIKE **ME...**

... THAT'S GONNA MAKE THINGS A **WHOLE LOT** EASIER! **THANK YOU,** PETER PARKER...

-- UH OH.

SPIDER-SENSE SAYS --

LOOK OUT!

-- NO, I DON'T!

HEY, BABY -- YOU GOT THE **LOOKS**, I GOT THE **SPIDER-POW** --

OF COURSE, **I'D** BE **HAPPY** TO **PAINT** THE **CEILING**, ... **IF** I COULD **STICK** TO **WALLS** LIKE **YOU** DO!

"...**WHEREVER** YOU ARE!"

THE FOREST HILLS HOME OF PETER AND MARY JANE PARKER.

... GONNA BE THE CUTEST LITTLE **NURSERY** FOR OUR **LITTLE GIRL**.

OH, I'VE GOT THE **EASY** PART --

HOW YOU **DOING**, SWEETIE?

HONEY

SPLOOSH

HAHAHAHA-- Oh, WHERE'S THE *VIDEO CAMERA* WHEN YOU *NEED* IT..?! BOB SAGET WOULD'VE *LOVED* THAT!!

Y'KNOW, I SHOULD HAVE *SEEN* THAT COMING -- SINCE MY *SPIDER-POWERS* HAVEN'T RETURNED *COMPLETELY* YET --

-- MY *SPIDER-SENSE* HAS HAD MORE OF A *SPIDER-SENSE OF HUMOR!*

Heh, Heh. I'M SORRY, HONEY. DON'T WORRY. THEY'LL BE BACK.

DID YOU *HURT* YOURSELF?

Mmmm, THAT *DEPENDS*... WHAT WOULD YOU DO IF I *DID..?*

I GUESS I'D HAVE TO *KISS IT* AND MAKE IT *BETTER.*

Oh, THEN I'M *HURT.*

HONEY

MMMM

Hmmmm... NOTHING I CAN DO TO STOP HIM, Huh? WE'LL *SEE* ABOUT *THAT!*

NOT THAT I HAVE ANY IDEA WHAT SWARMY IS *UP TO*, BUT WITH THAT *CONDESCENDING TONE* --

-- AND THAT "YOU'RE- NOTHING-MORE-TO-ME-THAN-AN, *INSIGNIFICANT-SPECK*" ATTITUDE --

-- WELL...

... LET'S JUST SAY MY INTEREST IS *PIQUED!*

AND SINCE "*BEE FACE*" IS *IGNORING* ME --

-- AND THE *BEES* THEMSELVES ARE *AFRAID* OF ME --

BZZZZZZZ

-- LET'S SEE IF THIS *SPIDER* CAN STIR *UP* THE *HORNET'S NEST!*

SHOOP

I'M IN!...

...AND, BOY, DOES THIS FEEL... *CREEPY!*

OF COURSE, WHAT DID I *EXPECT*, JUMPING INTO A *LIVING DOME* MADE UP OF *BILLIONS* OF *KILLER BEES?!*

THIS IS THAT *SEISMIC RESEARCH* PLACE... I READ A *PIECE* ON IT IN *SCIENTIFIC AMERICAN...*

...THEY MONITOR THE *WEB* OF *VIBRATORY PATTERNS* THAT EXIST IN *EVERY SINGLE THING* ON THE PLANET... *ANIMAL, MINERAL, VEGETABLE...*

...THIS PLACE IS USUALLY ***BUZZING*** -- NO PUN INTENDED --

-- WITH ***ACTIVITY.*** LET'S SEE IF I CAN GET ***INSIDE*** AND FIND OUT WHERE ALL THE ***COOL SCIENTISTS*** HANG!

BINGO!

... PUTTING OUT A ***SIGNAL*** OF 1400 ***R.P.N'S,*** WE'RE ***AUGMENTING*** THE PATTERN AT ***20%.*** THAT'S OUR ***CEILING,*** MATT -- WE CAN'T ***MEND*** THE FIELD ANY ***FASTER!***

AT THAT ***RATE,*** SWARM WILL HAVE ***FULL CAPABILITY*** IN JUST UNDER AN ***HOUR*** -- AND HE'LL...***THEY'LL*** BECOME ONE OF THE MOST ***POWERFUL FORCES ON EARTH!***

HI! I'M THE ***ORKIN MAN!*** SOMEBODY CALL ABOUT A BEE PROBLEM..?!

SPIDER-MAN?!

YUP. WHAT'S THE ***SCOOP*** HERE?

HE'S HAVING US USE OUR NEW ***HARMONICS GENERATOR*** TO ***REPAIR*** A RECENTLY ***DAMAGED VIBRATORY FIELD*** --[*]

-- THE ONE HE USES TO ***COMMUNICATE TELEPATHICALLY*** WITHIN HIS ***COLONY*** OF ***MUTANT KILLER BEES!***

THIS... ***"BEING"*** CALLED SWARM, ***CONTROLS*** THE BEES. HE'S HOLDING US ***HOSTAGE,*** FORCING US TO DO HIS ***BIDDING...***

[*] CAUSED BY THE PSIONIC HURRICANE UNLEASHED BY **ONSLAUGHT** IN **X-MEN** #56– Repetitious Ralf.

HE ALSO HAS US *EXPANDING* THAT *SPECTRUM* -- *INCREASING* HIS *TELEPATHIC INFLUENCE* -- MAKING HIM *STRONGER!*

VERY SHORTLY, SPIDER-MAN -- ONCE THIS *READOUT* HITS 25.68 --

22.10

-- *SWARM* WILL HAVE *CONTROL* OVER *EVERY BEE IN THE WORLD!*

DID HE... *THEY...* SAY WHAT WOULD *HAPPEN* IF YOU JUST *REFUSED* TO DO IT?

IF WE *REFUSED..?!* I DON'T THINK *SWAAAH* --

WHAT WOULD HAPPEN --

AAAAHH!

-- THEY WOULD DIE! A HORRIBLE AND PAINFUL DEATH --

-- FROM WITHIN --

-- IS WHAT THEY WILL EXPERIENCE IF THEY DO NOT RETURN TO REPAIRING MY/OUR VIBRATORY STREAM -- -- IMMEDIATELY!

AKK AKK-K

GET OUT OF HIM, SWARM... NOW!

LET THIS SERVE AS A WARNING!

COME.

Ahhh. Hunh. GASP

I/WE WILL NOT TOLERATE ANY FURTHER INTERRUPTIONS!

LISTEN, YOU GUYS -- I CAN'T TELL YOU WHAT TO DO BUT I'VE GOT AN ***IDEA...!***

IF I REMEMBER MY ***BIOLOGY*** -- AND I THINK I ***DO*** -- ***BEES*** DON'T FLY LIKE ***BIRDS*** DO -- THEY DON'T ***RIDE*** THE AIR CURRENTS --

SO... WITH THAT IN MIND --

-- THEY ***CUT THROUGH THEM*** BY MOVING THEIR WINGS SO ***FAST*** THEY CREATE A ***VIBRATORY PATTERN*** THAT THEY ***RIDE ON!***

SAME GOES FOR ***HUMMINGBIRDS.***

-- DO YOU THINK ANY OF THIS ***FANCY EQUIPMENT*** COULD ...

...I DON'T KNOW... ***DISRUPT*** THAT?

YYYEAH, WE COULD DO THAT... BUT...

... BUT ALL THE ***COMPONENTS*** WE'D NEED ARE ***HUGE*** AND THEY'D HAVE TO BE MOVED TO THE ***ROOF*** AND THEY'D HAVE TO BE ***SUSPENDED,*** NOT ***GROUNDED*** BECAUSE ---

WHOA! WHOA! WHOA! ***SLOW DOWN,*** KEMO-SABE! AS LONG AS I KNOW WE CAN DO IT, JUST SHOW ME WHAT TO DO...

...'CAUSE ***TIME*** IS ***RUNNING OUT!***

SHORTLY --

POWERING *DOWN.*

TEK TEK TEK

ALL RIGHT, EVERYBODY -- HERE WE GO.

LET'S SEE IF *THIS* PUTS A *BEE* IN SWARM'S *BONN* --

WHAT DID YOU DO, *HUMAN..?!* I/WE TOLD YOU --

-- I/WE ARE CONNECTED TO THE VIBRATORY PLANE THAT YOUR MACHINES HUM TO RESTORE -- I/WE ARE A PART OF IT! AND IT IS MY/OUR TIME TO GROW STRONGER!

MY/OUR BRETHREN -- AS WITH ALL THE CREATURES OF THIS PLANET -- BLINDLY TRUST MANKIND, CERTAIN THAT HUMANS WILL DO THE RIGHT THING...

... BUT I/WE WAS HUMAN ONCE *MYSELF.* I/WE KNOW NOT TO TRUST HUMANS.

AND NOW YOU SEEK TO STOP ME/US! TO WEAKEN ME/US!

N-NO. IT'S-IT'S *JUST...*

... THE *GENERATOR* CAN'T MAINTAIN THIS VOLUME OF *OUTPUT.* WE'VE HAD TO *SLOW* IT *DOWN* -- *SET IT BACK* -- WE'RE *TAXING* ITS *CAPABILITIES* --

-- AND THE GROWING NUMBER OF BEES IS MAKING IT ALMOST *IMPOSSIBLE* TO *PROJECT* THE *VIBRATORY SIGNAL!*

WE CAN DO IT! WE HAVE THE *TECHNOLOGY!* BUT MUCH OF THAT *EQUIPMENT* IS *TOO HEAVY! NO WAY* COULD *ANY OF US* GET THAT STUFF UP TO THE --

NO! THE PSIONIC FIELD MUST BE RESTORED! I/WE NEED... NEED...

... YOU! SPIDER-MAN!

ME..?!

YOU WILL USE YOUR VAUNTED STRENGTH TO TRANSPORT THE UNITS TO THE ROOF! YOU WILL CONSTRUCT THE RELAY GENERATOR!

AND YOU WILL DO IT, OR--

WHA -- HEY!

BZZZZZ

NO! WAIT! -- I'LL *DO* IT.

LET HIM GO.

HE BOUGHT IT.

REELED HIM IN.

AND MOMENTS LATER --

-- AS BILLIONS UPON BILLIONS OF BEES CONTINUE TO SWARM INTO MANHATTAN --

-- ADDING THEIR NUMBER TO THE SWIRLING MAELSTROM THAT NOW TOWERS OVER THE CITY...

... SPIDER-MAN BEGINS A MOST ARDUOUS TASK --

-- AND A RACE AGAINST SWARM'S GROWING POWER!

THWIP

THWIP

THWAP

THWAP

22.57

23.68

WE'VE GOT TO HURRY...

HEY, MATT --

-- WE WILL GET ALL THE CABLE CHANNELS ON THIS THING... RIGHT?

WE'RE CUTTING THIS TOO CLOSE...! WE'RE NOT GOING TO MAKE IT!!

24.89

EASY, SNACKY -- WE'LL MAKE IT.

25.51

OKAY -- THAT'S IT! THAT'S THE LAST PIECE! -- WE'RE READY, RIGHT?

AND YOU SAY THE ONLY SIDE AFFECT THIS THING COULD POSSIBLY HAVE IS THAT ANYONE WHO'S PSI-SENSITIVE MIGHT GET A MOMENTARY MIGRAINE..?!

YES! YES! AN INSTANT OF PAIN AND --

OMIGOD! THE READOUT'S AT 25.66!!

IF WE'VE ANY HOPE TO NEUTRALIZE SWARM, WE HAVE TO KNOCK THE BEES OUT OF THE SKY NOW! DO IT, SPIDER-MAN! FLIP THE SWITCH!

WHAT --?!

NO! MANKIND HAD ITS CHANCE... AND FAILED!! IT IS MY/OUR TURN TO BE DOMINANT --! IT IS MY/OUR TIME --!

I/WE WILL ELIMINATE THE CANCER THAT IS HUMANITY! I/WE WILL RETURN THIS PLANET TO THE GARDEN! I/WE HAVE WAITED! IT IS MY/OUR TIME!

SORRY, SWARMY --

-- TIME'S UP!

TAP

AT FIRST, THERE IS NOTHING --

-- AND THEN --

-- IT RADIATES OUT IN A WAVE -- A SHORT BURST OF HARMONIC ENERGY AKIN TO AN ELECTROMAGNETIC PULSE --

-- TARGETING THE SPECIFIC VIBRATORY PATTERN --

-- DISRUPTING IT --

-- INSTANTLY -- AND SIMPLY -- ROBBING THE BEES OF THEIR ABILITY TO FLY!

IT IS FELT IMMEDIATELY.

NO.

TO MOST, IT IS A SUDDEN... ODDNESS... IN THE AIR.

TO SOME, A SHARP AND PAINFUL STING AT THE CENTER OF THEIR BRAIN.

PSYCHIC FR

... AND YOUR LUCKY LOTTO NUMBERS ARE -- AAEEEII!

TO ONE WHO IS MANY, IT IS... AN END.

IT WAS MY/OUR TIMMEE...

AND THEN, IT IS RAINING BEES!

A FEW AT FIRST...

... AND THEN A TORRENTIAL DOWNPOUR --

-- A VERITABLE TIDAL WAVE OF BEES --

-- POURING LIKE AN AVALANCHE COMING DOWN THE MOUNTAIN!

UNGH!

JEAN!? WHAT IS IT?!

I DON'T KNOW, SCOTT -- A SUDDEN PSIONIC DISTURBANCE... BUT IT'S GONE NOW.

AND IN THE TIME IT TAKES FOR THE LETHARGIC AND DISORIENTED BEES TO FALL...

... IT IS OVER!

Ungh! MIGRAINE'S GOING AWAY --

-- BUT NOW I HAVE A NOSEBLEED! WHAT A NIGHT!

THE BEES ARE ALL RIGHT..?

JUST A LITTLE DOPEY -- THEY'RE NOT GONNA BE PARTYING LIKE THAT AGAIN FOR A WHILE!

-- AHA! --

-- THERE SHE IS!

C'MON, SWARMY -- I KNOW YOU MUST'VE KEPT HER CLOSE BY... NOW, WHERE DID --

SOMETIME LATER --

... OUTSIDE THE ***INSTITUTE OF SEISMOHARMONIC STUDIES*** WHERE THE ***CAPTIVE EMPLOYEES*** ARE BEING ESCORTED OUT BY ***EMERGENCY PERSONNEL.***

SIR? ***TRISH TILBY,*** EYEWITNESS NEWS -- CAN YOU TELL ME WHAT ***HAPPENED*** -- HOW WERE YOU ABLE TO ***OVERCOME*** THE ***BEES?!***

UH... UM, THE BEES AREN'T DEAD -- JUST STUNNED. THEY WERE UNDER THE CONTROL OF A BEING CALLED SWARM!

WE WERE ABLE TO UNDERMINE HIS POWER USING SOME OF THE EQUIPMENT WE HAVE IN THE INSTITUTE.

BUT IT WAS ACTUALLY SPIDER-MAN WHO SAVED US! IT WAS HIS IDEA WE USED TO NEUTRALIZE SWARM -- HE ERECTED THE GENERATOR --

-- HE'S THE HERO!

BAH!

HE ALSO LOCATED THE HIVE'S QUEEN! WITH HER IN THE CARE OF THE AUTHORITIES, IT IS BELIEVED THAT SWARM CAN POSE NO FURTHER THREAT!

THAT'S ALL WELL AND GOOD, BUT TELL ME --

-- WHERE IS SPIDER-MAN NOW..?!

MAN -- I AM IN SOME DEEP WEB-FLUID!

I TOLD DESIREE THAT I'D BE BACK IN A FEW MINUTES -- AND THAT WAS --

Oh, GREAT! THE SHOW IS JUST LETTING OUT -- I MISSED THE WHOLE THING!

I AM SO BUSTED!

AND JUST WHEN I WAS BEGINNING TO THINK THAT DESIREE AND I MIGHT --

"-- THERE SHE IS.

"WHAT DO I SAY..? WHAT COULD I POSSIBLY SAY..?"

DESIREE?

I...Uh... I'LL UNDERSTAND IF YOU DON'T WANT TO TALK TO ME... Um, BUT...

... Um, I'M SORRY, I REALLY AM, AND --

IT'S OKAY.

W-WHAT?

I SAID, IT'S OKAY -- I UNDERSTAND.

YOU WERE GONE FOR SO LONG, IT LEFT ME WITH A LOT OF TIME TO THINK...

... ACTUALLY, I THOUGHT SO HARD ABOUT IT, I GAVE MYSELF A HEADACHE...

... BUT I'VE GOT TO TELL YOU, BEN -- THE TRUTH IS --

-- I ***KNOW*** WHY YOU HAD TO LEAVE..!

Y-YOU ***DO..?!***

SURE! YOU'RE NOT ***COMFORTABLE*** WITH THIS, ARE YOU? IT'S BEEN SO SOON AFTER ***JESSICA*** THAT YOU'RE JUST NOT READY FOR ***ANOTHER RELATIONSHIP...***

... WELL, ***THIS*** KIND OF RELATIONSHIP...

I-I'M ***NOT..?***

NO... BUT THAT'S ***OKAY.*** I ***LIKE YOU,*** BEN. YOU MAKE ME ***LAUGH.*** AND I CAN ***WAIT.*** AND IF YOU'LL ***LET ME,*** I'D LIKE TO HELP YOU ***THROUGH THIS...***

... I WANNA BE YOUR ***FRIEND.***

SMEEK

OKAY...?

WHOA.

Oh-
MAN-Oh
MAN-Oh-MAN-
Oh-MAN-Oh-MAN-
Oh-MAN-Oh-
MAN-Oh-
MAN

NOT QUITE MEANWHILE --

... TAKING CARE OF THAT *RIGHT NOW.*

OSBORN

-- IN THE **SELDOM-USED** OFFICE OF EXECUTIVE DIRECTOR OF OSBORN INDUSTRIES IN ABSENTIA, **LIZ OSBORN.**

YES. YES, FOGGY, NOW YOU *ARE* STARTING TO SOUND LIKE MY *LAWYER..!*

OKAY... SEE YOU *LATER.* BYE!

Ms. *OSBORN...?* YOU WANTED TO SEE ME?

YES, Mr. *MENKEN,* HELLO. PLEASE *COME IN.*

AS DIRECTOR OF PERSONNEL, Mr. MENKEN, I'M SURE THAT YOU'RE *AWARE* OF THE RECENT *"DEVELOPMENTS"* AT OUR SUBSIDIARY, THE MULTIVEX CORPORATION...[*]

THIS IS A LIST OF SEVERAL MULTIVEX EMPLOYEES, INCLUDING *ONE, SEWARD TRAINER,* WHO APPARENTLY PLAYED A *LARGE PART* IN THIS *FIASCO...*

I'D LIKE *EACH* OF THEIR RESPECTIVE *PERSONNEL FILES* MADE *AVAILABLE* TO ME *AS SOON AS POSSIBLE.*

[*] AS SEEN IN SENSATIONAL SPIDER-MAN #5 & AMAZING #412 – Ralf.

CERTAINLY, Ms. OSBORN... *NOT A PROBLEM.*

I'LL HAVE THEM *TRANSFERRED* OVER TO YOU WITHIN THE *HOUR.*

THAT'LL BE *FINE.* THANK YOU, Mr. MENKEN.

BE *VERY* CAREFUL WHERE YOU'RE *DIGGING,* MS. OSBORN... LEST YOU *DISCOVER* SOMETHING THAT COULD COST YOU VERY DEARLY...!

THE END

MARVEL COMICS

SPIDER-MAN

OCT '96 #116

THE AMAZING SPIDER-MAN

Heroes' Farewell

LESS THAN TWENTY-FOUR HOURS AGO, THIS CITY WAS UNDER SIEGE.

AN ARMY OF **SENTINELS** HAD INVADED MANHATTAN, AND **ONSLAUGHT** THREATENED TO OBLITERATE HUMANKIND.

THANKFULLY, THE DANGER IS OVER --

-- DUE, IN NO SMALL PART, TO THE NOBLE **SACRIFICE** OF MANY OF THIS WORLD'S GREATEST HEROES!

EVERYONE IS ANXIOUS TO PUT THE PAST BEHIND THEM, AND RESUME THEIR NORMAL LIVES --

-- AND THAT INCLUDES THOSE WHOSE LIVES ARE DEVOTED TO **CRIMINAL PURSUITS!**

MOVE **AWAY** FROM THOSE CRATES --

-- OR YOU'RE **DEAD!**

Y-YOU'RE **HIJACKING** US --?!

BUDDA-BAM-BAM

YOU CREEPS PICKED THE **WRONG** TARGET --

-- AND YOU'RE ALL IN FOR A **BIG SURPRISE!**

EVEN AS POLITICIANS BEGIN TO DEBATE THE CAUSE AND COST OF THIS DISASTER --

-- SANITATION ENGINEERS COMPUTE THEIR OVERTIME AS THE STREETS ARE SLOWLY CLEARED OF DEBRIS.

SEE **ONSLAUGHT: MARVEL UNIVERSE** – *Renovatin' Ralf.*

Oh, GOODY!

I JUST LOOOVE A GOOD SURPRISE!

ESPECIALLY WHEN I'M THE SURPRISER!

HE EXPLODES AMONG THEM WITH THE FURY AND SUDDENNESS OF SUMMER LIGHTNING --

-- SOMERSAULTING FROM A SHADOWED ROOFTOP TEN STORIES ABOVE!

OF COURSE, IN THIS PARTICULAR INSTANCE, I'M ALSO A SURPRISEE!

THIS IS THE FIRST HIJACKING -IN- PROGRESS I'VE EVER STUMBLED ACROSS WHERE THE SO-CALLED VICTIMS ARE MORE HEAVILY ARMED THAN THEIR ATTACKERS!

I-IT'S SPIDER-MAN!

CAP HIM... BEFORE HE RUINS EVERYTHING!

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN

THE ROAD BACK

PARDON MY SUSPICIOUS MIND, BUT --

-- BASED ON THE WAY YOU DELIVERY MEN ARE ALSO TRYING TO PULVERIZE MY EVER-SUNNY PERSONALITY --

-- I'M INCLINED TO BELIEVE YOUR PRODUCT ISN'T EXACTLY *KOSHER!*

THWUP

THWIPP

THWIPP

I HOPE YOU WON'T MIND IF I SNAG ONE OF YOUR CASES, AND --

KRASH

--WHOOPS!

-- CLUMSY ME!

I ACCIDENTALLY SPILLED YOUR SHINY NEW *ILLEGAL ARMAMENTS* ALL OVER THE STREET!

DON'T WORRY! I PROMISE TO PICK *THEM* UP --

SPLAT

-- AFTER I'VE FINISHED PUTTING *YOU* DOWN!

AND SO, FOUR MINUTES, FIVE MORE THWIPS, AND SEVEN KNOCKOUT PUNCHES LATER...

DIAMOND MFG CO

Uh-Oh...

LOOKS LIKE AN ENTERPRISING CITIZEN MANAGED TO FIND A WORKING PHONE --

-- AND DIAL *911!*

THERE'S ***SOMETHING*** I WANT YOU TO KNOW...

THIS CITY SUFFERED SOME VERY ***TRAGIC LOSSES*** RECENTLY, BUT PLENTY OF US ON THE JOB ARE BREATHING ***EASIER*** --

-- BECAUSE ***YOU'RE*** STILL COUNTED AMONG THE LIVING!

I REALLY DO APPRECIATE THE SENTIMENT...

... BUT YOU'RE GOING TO HAVE TO EXCUSE ME, OFFICER.

THAT'S USUALLY MY CUE TO SCURRY BACK TO THE ROOFTOPS LIKE A GOOD LITTLE WALL-CRAWLER!

HOLD ON, ***SPIDER-MAN!***

NO NEED TO RUSH OFF!

Uh...

THANKS!

A SLIVER MUST HAVE ACCIDENTALLY SLIPPED BENEATH MY MASK --

-- BECAUSE I THINK I HAVE SOMETHING IN MY EYE!

WHEN I THINK OF ALL WE'VE ***SACRIFICED!***

I WONDER IF THIS CITY --

-- AND THE WORLD --

-- CAN EVER TRULY ***RECOVER?!***

DAILY BUGLE

HEY'RE DEAD!

THIS BETTER NOT BE A PLOY... SO THAT YOU CAN CHARGE ME WITH ***MALICIOUS LITTERING***... AND ***FELON ABUSE!***

LY BUG

ELSEWHERE, AT THAT VERY MOMENT...

LOOK AT THEM, ROBBIE!

THEY'RE ALL SUCH GOOD PEOPLE.

I REALLY HATE THIS --/

YOU'RE THE PUBLISHER, JONAH! YOU CAN STILL PREVENT IT!

THERE'S *GOT* TO BE ANOTHER SOLUTION!

I THOUGHT THE SAME... AT FIRST!

BUT I COULDN'T MAKE THE NUMBERS AGREE WITH ME!

DECLINING REVENUES FROM ADVERTISING AND READERSHIP, PLUS THE ADDED EXPENSE OF REPAIRING THE RECENT DAMAGE TO THE BUILDING HAVE FORCED THIS DECISION!

WE HAVE... NO CHOICE.

DID YOU SEE THEIR FACES?

I WONDER *WHAT* THEY'RE DISCUSSING?!

I CAN GUESS...

... AND IT ISN'T A WORD ANY OF US WANT TO HEAR!

I HOPE YOU DON'T MEAN --

CUTBACKS!

THOUGH OFFICIALLY CALLED THE "MUSEUM MILE," THE SECTION OF FIFTH AVENUE WHICH BORDERS THE SOUTHEAST CORNER OF CENTRAL PARK IS ALSO KNOWN AS "MILLIONAIRES' ROW"...

I RECEIVED SOME RATHER DISTRESSING NEWS FROM MY ASSOCIATES.

SPIDER-MAN APPARENTLY INTERFERED WITH THEIR ATTEMPT TO SECURE THE SHIPMENT --

-- WHICH WAS INTENDED FOR MY RIVAL, FORTUNATO.

THE GUNS -- AND MY PEOPLE -- ARE NOW IN POLICE CUSTODY.

WOULD YOU LIKE ME TO Liberate THEM?

HARDLY NECESSARY, DELILAH. MY LAWYERS ARE ALREADY ARRANGING BAIL --

-- AND THE KEY PROPERTY CLERKS WILL SOON RECEIVE THE APPROPRIATE BRIBES.

5020

I SHOULD HAVE KNOWN The Rose WOULD BE ON TOP OF THE SITUATION!

ONE MUST BE PREPARED.

ORGANIZED CRIME CURRENTLY FACES A MOST CRITICAL JUNCTURE.

NOT ONLY IS THERE A VACANCY AT THE TOP THANKS TO THE FALL OF THE FORMER KINGPIN OF CRIME --

-- BUT THIS CITY RECENTLY LOST ITS MOST POWERFUL PROTECTORS!

AND I CAN SHOW YOU HOW TO FULLY EXPLOIT BOTH OF THESE OPPORTUNITIES!

W-WHO ARE YOU?

OTHER MEN CALL ME SCRIER --

-- BUT YOU MAY ADDRESS ME AS YOUR FUTURE PARTNER!

MEANWHILE, IN A FAR LESS AFFLUENT PART OF TOWN...

A CERTAIN FAMILIAR WEB-SPINNER COMMUTES HOME IN HIS OWN UNIQUE MANNER.

LEONARDI ART SUPPLIES

BEN REILLY HAS BEEN ON THE GO OR ALMOST THIRTY-SIX HOURS.

HE'S ON THE VERGE OF EXHAUSTION --

-- DESIRING NOTHING MORE THAN A HOT SHOWER AND A LONG SNOOZE!

BUT, EVEN AS HE NEARS HIS APARTMENT...

I KNOW I OWE THE BIG LUG FOR SAVING MY LIFE --

-- BUT I NEVER EXPECTED HIM TO *MOVE IN* WITH ME!

I SHOULD HAVE GUESSED --!

JIMMY SIX IS CATCHING HIS AFTERNOON SOAPS!

UH-OH! MY SPIDER-SENSE IS SUDDENLY WARNING ME TO PROCEED WITH CAUTION!

I WONDER WHAT'S UP?

THIS IS JUST *GREAT!* MY CIVVIES ARE INSIDE... WHERE I CAN'T REACH' EM!

AS SHOWN IN SPIDER-MAN #70 – Ralf.

OOOKAY! AN UNWANTED ROOMMATE MAY SEEM LIKE A PETTY ANNOYANCE --

-- COMPARED TO THE DAYS WHEN *PETE* AND I WERE SORTING OUT WHICH OF US WAS THE ORIGINAL *PARKER* --

-- AND WHO WAS THE *CLONE* --

-- BUT WE SPIDER-MEN GET REAL *TESTY* WHEN WE'RE DENIED OUR BEAUTY REST!

AND SPEAKING OF PETER PARKER...

CITY ROOM

A GIRL! MARY JANE AND I ARE ABOUT TO BECOME THE PROUD PARENTS OF A BABY GIRL!

I... I AM SO HAPPY... BUT I... CAN'T STOP WORRYING!

WHAT KIND OF WORLD WILL MY LITTLE GIRL HAVE TO FACE?

WILL THINGS EVER LIGHTEN UP, OR WILL THEY CONTINUE GROWING DARKER AND -- HEYYY!

THEY RECENTLY HEARD THE HAPPY NEWS IN SENSATIONAL SPIDER-MAN #9 – Rugrat Ralf.

WHAT'S GOING ON, GLORY?

WHY DOES EVERYONE LOOK SO DEPRESSED?

Y-YOU HAVEN'T HEARD --?!

THE DAILY BUGLE IS DOWN-SIZING!

WHAT?!

THEY'RE LAYING OFF NEARLY A HUNDRED PEOPLE!

KATE CUSHING AND MOST OF OUR PAID INTERNS ARE ALREADY GONE.

I HEAR ONE POOR KID FAINTED WHEN HE WAS TERMINATED!

SOUNDS LIKE ANOTHER CASUALTY!

ME?!

YOU'RE LETTING ME GO?

HAVE YOU AND JAMESON GONE CRAZY?!

JOE RUBENSTEIN EDITOR

WE HAD NO CHOICE, JAKE.

I'M VERY ***SORRY*** IT HAS TO END THIS WAY.

SORRY?! AND THAT'S SUPPOSED TO MAKE UP FOR THE YEARS I SLAVED FOR THIS MISERABLE RAG?!

YOU ONLY ***THINK*** YOU'RE SORRY ***NOW,*** JOE ROBERTSON!

BUT ***JACOB CONOVER*** WILL EVENTUALLY TEACH ***YOU*** AND THAT GREEDY, PATHETIC, PENNY-PINCHING ***PUBLISHER*** --

-- THE TRUE MEANING OF ***SORROW!***

Oh, MAN! THE BUGLE MUST REALLY BE ON THE ROPES --

-- IF THEY'RE CUTTING INSTITUTIONS LIKE *CONOVER'S CORNER!*

HOW MUCH WORSE CAN IT GET?

PETER...

...WE NEED TO TALK.

HOW DID YOUR MEETING GO WITH *THE ROSE?*

AS WELL AS CAN BE EXPECTED...

... FOR AN INITIAL CONTACT.

ON THE SURFACE, HE APPEARS TO BE A MIDDLE MANAGEMENT CRIMELORD WITH DELUSIONS OF GRANDEUR.

BUT, AS WE BOTH KNOW --

-- APPEARANCES ARE OFTEN CAREFULLY CRAFTED *ILLUSIONS!*

OUR RESEARCH INDICATES THAT *THE ROSE* IS ACTUALLY *RICHARD FISK* --

-- THE SON OF *WILSON FISK,* THE RECENTLY FALLEN *KINGPIN OF CRIME!*

IT SEEMS THE SON WISHES TO FILL THE *VOID* LEFT BY HIS FATHER.

HOWEVER, RICHARD HAS HAD A RATHER ERRATIC *PAST.*

OVER THE YEARS HE HAS ASSUMED VARIOUS IDENTITIES SUCH AS *THE SCHEMER, THE ROSE,* AND *THE BLOOD ROSE.*

I MUST SAY THAT I AM PUZZLED BY HIS RECENT RETURN TO *THE ROSE* IDENTITY.

WHO CARES *WHAT* HE CALLS HIMSELF?

YOUR ONLY JOB IS TO *HOOK* THE PATSY!

I AM AWARE OF MY ASSIGNMENT, *GAUNT.*

DAILY

IT *ISN'T* THE END OF THE WORLD, PETER...

YOU'LL STILL HAVE PLENTY OF *FREELANCE WORK.*

PROBABLY *MORE* THAN EVER!

BUT I WAS COUNTING ON A STEADY *PAYCHECK.*

I KNOW, AND I'M ALSO AWARE THAT YOU AND MARY JANE RECENTLY UPROOTED YOUR LIVES FOR THIS JOB.

YOUR SEVERANCE PACKAGE HAS AN ADJUSTMENT WHICH SHOULD *COMPENSATE* YOU FOR ANY INCONVENIENCE.

INCONVENIENCE --?!

WHAT ABOUT MY MEDICAL BENEFITS?

FULL FAMILY COVERAGE FOR A YEAR.

THAT'S VERY GENEROUS.

THANK JONAH.

HE FELT IT WAS THE LEAST WE COULD DO.

PETER... I AM VERY SORRY.

YEAH...

... ME, TOO!

MAYBE I SHOULD TRY TO SWEET-TALK HIM INTO -- *NAH!* THE GUY'S ABOUT TO BE A FATHER! HIS ROOF-HOPPING DAYS ARE LONG BEHIND HIM!

OWWW!

TAKE IT BACK, KADRIL!

APOLOGIZE FOR WHAT YOU SAID!

SPWANK

SOOO...

... WHAT HAPPENS *NOW?*

THIS IS STILL A PRETTY *BIG* CITY --

-- BUT THERE *AIN'T* ALL THAT MANY OF US HERO TYPES LEFT!

WELL, WELL...

WHAT HAVE WE HERE?

T-THEY'RE *FREAKS* AND *MURDERERS,* ALESHIA --

-- AND ONLY A TOTAL *PERV* WOULD DEFEND 'EM!

WHOA!

ARE YOU TWO PLAYING *POWER RANGERS ZEO*... OR IS THIS *RUMBLE* FOR REAL?!

ALESHIA STARTED IT!

I WONDER HOW PETE'S BEEN FILLING *HIS* SPARE TIME?

DID NOT!
KADRIL BLAMES THE MUTANTS FOR KILLING CAPTAIN AMERICA!
BUT THE X-MEN WERE FIGHTING SIDE-BY-SIDE WITH THE AVENGERS!
IT WAS A SET-UP!
EVERYBODY KNOWS ONSLAUGHT WAS A MUTIE!
HE AND HIS BUDDIES CONSPIRED TO WIPE OUT THE REAL HEROES!
LIAR! YOU SOUND LIKE THAT CRAZY BIGOT WHO'S RUNNING FOR PRESIDENT!
YOU MEAN GRAYDON CREED?
MY POP'S GONNA VOTE FOR HIM! SO WOULD I... IF I COULD!
OH... YEAH?!
ENOUGH! PROBLEMS AREN'T SOLVED WITH FISTS! THEY'RE MERELY POSTPONED.
TRUST ME! I'VE HAD PLENTY OF EXPERIENCE.
YOU TWO NEED TO OPEN YOUR MINDS, AND VIEW THINGS --
-- FROM A NEW PERSPECTIVE!
HEY! I JUST REALIZED --
-- Y-YOU'RE SPIDER-MAN!
I... I HOPE YOU'RE INSURED FOR THIS!
SHUT UP, ALESHIA!
THIS IS TOO COOL!

I KNOW YOU'RE BOTH ***UPSET*** AND ***ANGRY.***

SO ARE MANY OTHERS!

THIS WORLD RECENTLY LOST SOME ITS MIGHTIEST AND GREATEST ***DEFENDERS!***

THEY WERE ***COURAGEOUS, NOBLE*** AND ***SELF-SACRIFICING!***

TRUE ***HEROES*** IN EVERY SENSE OF THE WORD!

WHILE THEY MAY HAVE HAD THEIR PERSONAL FAULTS AND PRIVATE PROBLEMS, THEY STILL PUT THEIR ***LIVES*** ON THE LINE... TIME AND TIME AGAIN!

FIGHTING UNBEATABLE FOES!

STRIVING AGAINST IMPOSSIBLE ODDS!

WINNING IN THE FACE OF CERTAIN DEFEAT!

ARGUING ABOUT WHAT HAPPENED, AND TRYING TO ASSIGN BLAME, ***WON'T*** BRING THEM BACK!

IT ONLY DIMINISHES THEIR ***SACRIFICE!***

REMEMBER THEM AS THEY ***WERE!***

HONOR THEM BY ***FOLLOWING*** THEIR PRINCIPLES --

-- AND ***LIVING*** THE BEST LIFE YOU CAN!

IT IS MOST ***FORTUITOUS*** THAT THE STRUGGLE TO UNITE THE VARIOUS ***CRIMELORDS*** COINCIDES --

-- WITH THE TIMELY DEMISE OF SO MANY ***COSTUMED VIGILANTES!***

OUR MUTUAL ***EMPLOYER*** MUST BE PLEASED.

AFRAID NOT, SCRIER.

HIS ATTENTION IS CURRENTLY FOCUSED ON A ***PROJECT*** WHICH IS --

-- FAR MORE ***PERSONAL*** IN NATURE!

REALLY?

TELL ME MORE...

WHAT SHOULD I DO? DO I TELL ***MARY JANE?***

SHE ALREADY HAS ***ENOUGH*** ON HER MIND! THE BABY'S DUE WITHIN A WEEK OR SO.

I MUSTN'T BURDEN HER.

IT'S MY JOB TO FIND A WAY TO SUPPORT US, AND --

PETER! GLORY GRANT CALLED, AND TOLD ME THE BAD NEWS!

H-HOW YOU HOLDING UP?

ME?! YOU'RE WORRIED ABOUT *ME?*

WE WOULDN'T BE IN THIS MESS IF I WERE A BETTER PROVIDER.

I NEVER SHOULD HAVE QUIT THAT JOB IN ***PORTLAND!***

DON'T BLAME YOURSELF! THE DECISION WAS ***MUTUAL.*** WE BOTH MISSED ***NEW YORK.***

IT'S THE ***NINETIES,*** TIGER. JOB SECURITY IS ABOUT AS DEAD AS DISCO!

HERE! I PICKED UP A LITTLE SOMETHING WHICH MAY LIGHT UP YOUR OH-SO-*KISSABLE* LIPS ...

CUTE OUTFIT!

DO YOU THINK ***LITTLE MAY*** WILL LIKE IT?

LITTLE MAY --?!

Y-YOU WANT TO NAME OUR BABY AFTER ...

... AUNT MAY?!

COULDN'T THINK OF A BETTER CHOICE!

CAN YOU?

EVEN THOUGH I'M AN OLD WOMAN, I'M NOT A ***QUITTER!*** A PERSON NEEDS ***GUMPTION***... THE WILL TO ***LIVE***... TO ***FIGHT!***

WE PARKERS ARE ***TOUGHER*** THAN PEOPLE THINK!

I...I'M SORRY FOR THE WAY I'VE BEEN ACTING.

I SHOULD HAVE MORE FAITH... IN ***US!***

NO MATTER WHAT ***TRIALS*** OR ***TRAUMAS*** THE FUTURE MAY HOLD --

-- WE'LL ***ALWAYS*** FIND A WAY THROUGH THEM!

AND WE'LL DO IT ***TOGETHER!***

BELIEVE IT, TIGER!

I FOLLOWED ***SCRIER*** AS YOU REQUESTED...

I SUSPECTED SUCH DUPLICITY.

IF WHAT I SUSPECT IS AT HAND, DARK DAYS ARE AHEAD FOR BOTH THE TRUE ***SPIDER-MAN*** AND --

...HE APPEARS TO BE IN ALLIANCE WITH THE ONE WHO CALLS HIMSELF ***GAUNT.***

YOU HAVE DONE ***WELL,*** CHAKRA.

-- ***JUDAS TRAVELLER*** AND HIS HOST!

THERE! THAT WAS FUN!

I HOPE I CAN COUNT ON YOU TWO TO KEEP THE *PEACE* FROM NOW ON.

NO MATTER WHAT THEY SAY ABOUT YOU IN THE *BUGLE* --

-- YOU ARE MOST DEFINITELY AN ALL RIGHT GUY!

YOU ACTUALLY *KNEW* MOST OF THE GUYS WHO BOUGHT IT!

HOW DO YOU KEEP ON GOING?

I-IT'S HARD.

MAYBE THE HARDEST THING I'VE EVER ATTEMPTED.

AFTER ALL, SOMEONE'S GOT TO SET A GOOD EXAMPLE FOR THE *ADULTS!*

THANKS FOR THE WILD *RIDE*, GUY!

I JUST TRY TO DO MY *BEST*...

... ONE DAY AT A TIME!

BESIDES, MY FRIENDS WILL *NEVER* LEAVE ME!

THEY'LL ALWAYS BE IN MY *HEART!*

Dedicated to
Stan Lee and Jack Kirby,
Who Created the Greatest Universe Of All!

MARVEL COMICS

SPIDER-MAN

SEPT '96 230

THE SPECTACULAR SPIDER-MAN

FOUR DAYS AGO.

A DESERTED STRETCH OF ROAD IN SOUTHERN NEW JERSEY.

... I'LL JUST SAY THAT I HADDA WORK LATE *AT THE OFFICE*... THE *RYAN ACCOUNT*. YEAH...

... SHE'LL *HAFTA* BELIEVE --

--WHAT!?!

RRRAAK

Oh, *NO!*

NO!

NOOOOO!

TODAY.

THE PLANE BEARING ONE Dr. CURT CONNORS GENTLY TOUCHES DOWN AT WEST PALM BEACH AIRPORT...

... AND ON BEHALF OF MYSELF AND THE CREW, LET ME BE THE FIRST TO WELCOME YOU TO SUNNY FLORIDA, AND TO THANK YOU FOR FLYING VALUJET.

I WISH I COULD'VE BEEN MORE HELP TO PETER, BUT IT'S GOOD TO BE BACK HOME --

-- GOOD TO FINALLY SAY **GOODBYE** TO THE CLAUSTROPHOBIC CONFINES OF **NEW YORK.** THE **FILTH** AND THE **CRIME...** THE APATHETIC **RATRACE...**

FOR DETAILS, SEE **LAST ISSUE** -- Air Macchio.

B'BYE.

B'BYE.

B'BYE.

OF COURSE, MY RETURN TO PALM BEACH DOESN'T MEAN THAT I'VE LEFT ALL THE PROBLEMS OF THE WORLD **BEHIND** ME...

HERE, TOO, **DISTRUSTFUL PEOPLE** HOLD SMILES FOR **RANSOM,** AND THE ONES YOU **DO** SEE ARE **SACCHARINE SWEET** AND **FAKE.**

PLEASANTNESS HAS BECOME AN **OCCUPATION.**

DOWN HERE WE'VE TRADED *NEW YORK'S SMOKE-SPEWING FACTORIES* FOR *PAPER MILLS* THAT *BELCH* OUT *CLOUDS* OF *NOXIOUS, PUNGENT POLLUTION.*

EACH YEAR THEY LEVEL *HUNDREDS* OF *ACRES* OF *WOODLAND* --

-- *FORCING* THE INDIGENOUS *WILDLIFE, SCARED* AND *CONFUSED,* TO MOVE INTO INCREASINGLY *SMALLER* AREAS OF *LAND.*

SANDERS CHEMICAL

FORCING THEM OUT OF THEIR *HOMES* --

-- WHERE IT'S *SAFE* --

-- INTO A WORLD FRAUGHT WITH *DANGER.*

CURT

Suicidal Tendencies

STAN LEE PRESENTS A TALE OF GRIM REALITY FEATURING THE SPECTACULAR SPIDER-MAN

IT'S *GOOD* TO BE BACK *HOME* --

-- *SAFE* AND *SOUND.*

CURT- WELCOME HOME! HOPE ALL WENT WELL! BILLY WILL BE LATE HOME FROM SCHOOL. SEE YOU AT SIX O'CLOCK! LOVE, MAR

TWELVE YEARS OLD AND HE'S PRACTICALLY *INDEPENDENT.* HE'S LEARNING *SO MUCH, SO FAST...*

... AND I NEED TO LEARN TO *LET GO...*

DAD! YOU'RE *HOME!*

I WAS ONLY GONE A *WEEK.* COULD HE HAVE *GROWN..?*

HEY, SPORT! WHAT'S *UP?*

THE GUYS AND ME WANNA GO TO THE *ARCADE...* IS IT *OKAY...?*

CAN'T *OBSESS* OVER IT. I WON'T LET MY *ANXIETY* GET *CONTROL.*

ALL THROUGHOUT MY LIFE, IT'S BEEN MY *OBSESSIVE-COMPULSIVE* NATURE THAT HAS *MADE ME* WHO I *AM*...

... AND *EVENTUALLY,* WHO I *NEVER* WANTED TO BE...

IN GRADE SCHOOL, I *PUSHED* MYSELF, *DETERMINED* TO BE THE *BEST* AT WHATEVER I DID.

IN COLLEGE AND MED SCHOOL, I WAS LIKE A MAN *POSSESSED, STRIVING* TO BE THE *BEST DOCTOR* I COULD BE AND GRADUATING *TOP* OF MY CLASS.

EVEN WHEN I WAS DRAFTED INTO THE *SERVICE,* I WAS *DRIVEN* BY MY OBSESSION --

-- AND LANDED ON THE *BATTLEFIELD* PERFORMING *MEATBALL SURGERY* ON OUR WOUNDED *GI'S* --

-- UNTIL THE *SHRAPNEL* FROM A *PHOSPHORUS GRENADE* MADE *HAMBURGER* OUT OF MY *ARM!*

AAAGH!

TOO *CAUGHT UP* IN MY *WORK* TO TAKE CARE OF MY *OWN* ARM, I GOT --

-- *BAD NEWS,* CURT -- BUT I GUESS YOU ALREADY *KNOW* THAT...

GANGRENE HAS SET IN...

...WE'RE GOING TO HAVE TO TAKE THE ARM...

RETURNING *STATESIDE,* I WAS SIMPLY HAPPY TO SEE *MARTHA* AND *BILLY* AGAIN...

... BUT SOON, UNABLE TO CONTINUE AS A *SURGEON,* I TURNED TO *HERPETOLOGY* --

-- STUDYING *REPTILES* -- *SPECIFICALLY,* THEIR ABILITY TO REGENERATE MISSING LIMBS.

I BELIEVED THAT BY *STIMULATING* A CERTAIN AREA OF THE BRAIN, THE "*R COMPLEX*" --

-- I MIGHT BE ABLE TO *TRIGGER* A SIMILAR RESPONSE IN A *HUMAN BEING!*

I DEVELOPED A *FORMULA...*

... AND *APPLIED* IT TO *MYSELF...*

KAK!

... THE RESULTS

WERE

HORRIFIC!

KSSH

SSSCRAPE

HHSSSS

THREE NIGHTS AGO.

FAIRFAX, VIRGINIA...

SAL..?

SAL -- WAKE UP!

THERE WAS A *NOISE*... I'M SURE I HEARD SOMETHING IN THE *BACKYARD*..!

IT'S PROBABLY ONE OF THE *BOYS, JOAN* -- OR *ALL OF THEM!*

JOE AND *MIKE* WERE WATCHING *TV WHEN I* TURNED IN...

... NOT *US*, DAD -- AND *TONY* WAS *ASLEEP.*

STILL AM...

WELL, THERE IS *SOMETHING* OUT THERE -- LET ME HIT THE *LIGHT* --

EEYAAAH!

RRRAK

HOMINA - HOMINA -

HELLO, *911*..?

HE WAS TOLD TO BE HOME AT NINE-THIRTY -- THAT WAS ALMOST AN *HOUR AGO* ...

... AND I'M *FIGHTING MYSELF* -- TRYING NOT TO WORRY...

... NOT LETTING THE ANXIETY *CONSUME* ME...!

IT'S *DIFFICULT* THESE DAYS, THOUGH -- THE WAY THE WORLD IS -- *NOT* TO WORRY...

... ABOUT THE *FUTURE*, ABOUT YOUR *FAMILY*...

MARTHA.

WE'VE BEEN THROUGH *SO MUCH*. THINGS WERE *ROCKY* THERE FOR AWHILE, BUT SHE WAS *PATIENT* AND *UNDERSTANDING* --

-- AND HELPED ME GET *COUNSELING* FOR MY ANXIETY.

-- TO HELP ME *BALANCE* MY *FEARS*.

-- *NEW YORK, AS AN ARMY OF THE GIANT ROBOTS INVADED THE CITY, PLACING ITS CITIZENS UNDER MARTIAL LAW.*

BUT SOMETIMES THE *WORLD* MAKES IT SO *HARD*...

Dr. BRUHN HAD HELPED ME UNDERSTAND THAT MY *APPREHENSIVENESS* IS NATURAL, BUT HEIGHTENED.

AND HE PUT ME ON AN ANTI-ANXIETY *MEDICATION* --

I THINK ABOUT THE *FUTURE* --

-- *BILLY'S* FUTURE --

-- AND I *WONDER* WHAT KIND OF *WORLD* HE'LL *KNOW..!*

ALREADY THIS PLANET IS A *CROWDED, VIOLENT PLACE* -- AND WE CONTINUE TO *ABUSE* IT MORE AND MORE *EVERY DAY.*

I WANT *SO MUCH* FOR HIM -- I WANT TO GIVE HIM A *WONDERFUL LIFE,* TO BE THE BEST FATHER A BOY COULD HAVE.

BUT, HE'S GROWING UP *SO FAST* -- EVEN NOW, THE TIME WE GET TO SPEND TOGETHER SEEMS SO *FLEETING...*

HOW CAN I KEEP HIM *SAFE* FROM *THAT?!*

SOMETIMES I'D LIKE TO JUST *WRAP* HIM UP IN MY *ARMS* AND PROTECT HIM *FOREVER!*

BUT...I KNOW I *CAN'T...*

I'VE *GOT* TO STOP WORRYING LIKE THIS -- CAN'T LET IT *EAT ME UP*...

... ESPECIALLY NOW THAT I'VE DECIDED TO STOP *TAKING* THE *MEDICATION.*

IT WAS ONLY MONTHS AGO, WHEN I DECIDED TO TAKE ON A NEW *LAB ASSISTANT.*

ALDO WAS YOUNG AND *DEDICATED.* I SAW A GREAT DEAL OF *MYSELF* IN HIS *DETERMINATION* AND *YOUTHFUL EXUBERANCE.*

WE WORKED FEVERISHLY TO *ISOLATE* THE *UNIQUE FLUIDS* IN MY BRAIN THAT WOULD TRIGGER THE *R-COMPLEX* --

-- IN AN ATTEMPT TO *REMOVE* ANY *LAST TRACE* OF THE *LIZARD'S EVIL PERSONA* FROM MY OWN *PHYSIOLOGY!*

I HAD *HOPE* THEN THAT WE HAD ACTUALLY DEVELOPED A *CURE* FOR THE *MONSTER* I HAD *UNLEASHED* SO MANY *YEARS AGO..!*

WE DEVELPED A *NEW FORMULA* --

-- DESIGNED TO *NEUTRALIZE* THE *HORRIBLE EFFECTS* OF MY *ORIGINAL SERUM.*

BUT OUR *TEST RESULTS* BORE *EVIDENCE* --

-- THAT WE HAD ONLY *SUCCEEDED* --

-- IN MAKING MATTERS --

-- *WORSE!*

MY HOPES *DASHED*, I *RESIGNED* MYSELF TO THE POSSIBILITY THAT THE *LIZARD* WOULD REMAIN MY *CURSE... FOREVER!*

Y'KNOW, Dr. CONNORS -- MAYBE IT'S NOT THE *SERUM* --

-- MAYBE IT'S OUR *TEST SUBJECTS..?* IF WE COULD APPLY THE SERUM TO YOUR OWN *ALTERED DNA* --

-- OR MORE SPECIFICALLY, THE *LIZARD'S DNA...*

... ALTERED..?

ALDO, *THAT'S IT!* IT *IS* THE SERUM! IT'S NOT *PURE!*

I'VE BEEN TAKING THIS XANEX TO CONTROL MY ANXIETY -- BUT I NEVER CONSIDERED THAT IT MIGHT BECOME A VARIABLE IN OUR RESEARCH...

... THAT IT MIGHT MAKE MY LIZARD PERSONA EVEN *MORE* SAVAGE...

... BUT IT DID!

WITH THIS NEW *VARIANT* TO PONDER, I QUIT FOR THE DAY, LEAVING ALDO TO *SHUT DOWN* THE LAB.

SEVERAL HOURS LATER, A HUGE *RUCKUS* HAD ME *RACING* BACK OUT TO THE LAB, ONLY TO FIND --

ALDO!

THE PLACE HAD BEEN *DECIMATED.* ALDO WAS *BLOODY* AND *BADLY BEATEN...*

... BUT HE'D LIVE.

WEAKLY, HE TOLD ME WHAT HE'D *DONE* --

-- HOW, IN HIS *ENTHUSIASM* FOR HIS *THEORY*, AND HIS *DESIRE* TO *HELP ME* --

-- HE *APPLIED* OUR *SERUM* TO *MY OWN DNA* --

-- TO A *RECOVERED* SEGMENT THAT HAD BEEN *SEVERED FROM THE LIZARD'S TAIL!*

HE CLAIMED HE COULDN'T RECALL IF IT WAS *MINUTES* OR *HOURS* --

-- AS HE STOOD THERE *TRANSFIXED* --

-- AND WATCHED THE *SCALY SPECIMEN GROW BEFORE HIS EYES!*

GROWING *APPENDAGES* --

GROWING *FEATURES* --

GROWING IN *SIZE* --!

TREMBLING, ALDO SAID THAT WHEN HE LOOKED INTO ITS *EYES* --

-- HE SAW *NOTHING* --

-- *HUMAN!*

IT WAS, HE SAID, AS IF THE *COMBINATION* OF THE *SERUM* AND THE *MUTATED GENETIC MATERIAL* --

-- CREATED A CREATURE *DEVOID* OF ANYTHING BUT ITS OWN *PRIMAL BRUTAL INSTINCTS* --!

EARLIER TODAY.

"... **BARRENFORD STABLES** IN RURAL GEORGIA, WHERE WE SPOKE WITH RANCH OWNER **BRENT COLE.**"

WAS ON AROUND 2:45 LAST NIGHT WHEN SUMPTHIN' PUT A **SPOOK** IN THE **HORSES.** THEY LET OUT SOME **TURRIBLE SCREAMS..!**

'FORE ME'R ANY OF THE BOYS COULD GET **OUT** HERE, THOUGH, THE **THING'D** ALREADY **SMASHED IN** THE SIDE OF THE BARN --

AN' **FED ITSELF** ON POLLY, ONE A MY **PRIZE MARES!**

AND YOU WERE ABLE TO GET A **GLIMPSE** OF THIS CREATURE...

OH YEAH! I **SAW** IT!

LIKE ONE A THEM **VELOCIRAPTORS!**

LIKE A BIG, NASTY **LIZARD!**

"AND SO CONTINUES OUR *INVESTIGATION* OF THIS *ELUSIVE* MONSTER THAT APPEARS TO BE TRAVERSING THE *EAST COAST.*"

N
W E
S

WHAT THIS CREATURE'S FINAL *DESTINATION* MIGHT BE, AND WHAT IT WILL *DO* ONCE IT *GETS THERE* IS ANYBODY'S GUESS, BUT --

CLK

I know where it's going...

... and I've a bad feeling I KNOW what it's gonna do when it gets there!

That THING is STALKING DOC CONNORS --

-- following him back to FLORIDA!

Well, Connors has helped out both Spidey AND Peter in the PAST.

I can't think of a better time for a little PAYBACK!

ITS *AMAZING* HOW QUICKLY *APPREHENSION* TURNS TO *RELIEF* --

-- THEN TO *ANGER.*

HE COMES THROUGH THE DOOR AT TEN TWENTY-SIX.

I'M SORRY I'M *LATE,* DAD. TIMMY SHENK'S MOM WAS --

SORRY! HAVE YOU ANY *IDEA* HOW WORRIED I WAS?!

AND A LITTLE VOICE *INSIDE ME* TRIES TO TELL ME THAT I'M *YELLING* --

-- REMINDS ME THAT I'M OFF MY *MEDICATION* --

I DIDN'T KNOW WHERE YOU WERE! YOU COULD'VE BEEN HURT...!

-- AND ASKS ME *WHAT* I'M *DOING...*

WHAT AM I *DOING?!*

THE *LOOK* ON HIS *FACE.*

I'VE NEVER LAID A *HAND* ON HIM IN MY *LIFE!*

JUST A WHILE AGO I WAS WISHING THAT I COULD *PROTECT* HIM.

WHAT HAVE I *DONE?!*

WHAT KIND OF MONSTER HAVE I BECOME!

D-DAD..?

AND THEN --

DAD!

TUNK

-- AND THEN MY WHOLE WORLD SEEMS TO COME CRASHING DOWN AROUND ME..!

EXPLOSION

KRUNCH

AAAAAH!

C'MON, BILLY -- MOVE!

DAD... WHAT- WHAT --

SNARRL

WHAT IS IT, DAD?! WHAT DOES IT WANT?!?

HROOO

I KNOW WHAT IT IS, WHAT IT WANTS, BUT I WON'T TELL BILLY.

IT'S ME. OR A PART OF ME. IT'S MY ANGER... MY PRIMITIVE, BESTIAL SIDE.

IT'S MY RAGE.

AND IT WANTS TO JOIN WITH ME -- TO COVER ITSELF WITH ME...

... TO BATHE IN MY BLOOD SO THAT WE WILL BE TOGETHER.

COMPLETE.

AND THERE'S NOTHING I CAN DO -- TO STOP THIS MONSTER, TO SAVE MY SON -- NOTHING!

UNLESS...

... UNLESS ...

DON'T YOU WORRY ABOUT A THING IN THERE, DOC --

SWAM

-- I'LL HAVE "SCRATCHY" HERE WRAPPED UP IN A JIFFY!

HRRRR!

GET READY TO SEE THE *LITTLE BIRDIES*, PAL --

POW

-- 'CAUSE I'M ABOUT TO *PUT YOU DOWN* -- FOR *GOOD!*

RREOOO

KRAK

WHAT'S THE *MATTER*, SNACKY, DID I --

KRAK..?!

SSSSSPIDER-MAN!

YOU WARM MEAT ARE ALWAYS SO OPTIMISSTIC...

MARVEL COMICS

SPIDER-MAN

OCT '96 239

THE SPECTACULAR SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

A LIZARD'S Tale

[redacted]

LUKE ROSS '96

KRESH

Hmmm

... CURT ...?

10:29

10:29?! WHY HASN'T HE COME TO *BED* YET?

HE WAS GOING TO WAIT UP FOR *BILLY*... BUT *HE* WAS SUPPOSED TO BE HOME AN *HOUR* AGO! IS HE *STILL* --

WHAT WAS THAT?!?

HER NAME IS MARTHA CONNORS.

WIFE OF BRILLIANT HERPETOLOGIST, Dr. CURT CONNORS.

MOTHER TO BILLY.

IN RECENT YEARS SHE HAS LEARNED TO BE MORE... FLEXIBLE... IN HER THINKING -- MORE **ADAPTABLE** --

-- THIS, STEMMING FROM HER NEED TO COPE WITH HER HUSBAND **LOSING AN ARM** --

-- HIS VARIOUS **BOUTS WITH DEPRESSION** --

-- **THAT**, AND THE FACT THAT HE OCCASIONALLY **TRANSFORMS** INTO A **RAGING, RAMPAGING** --

STAN LEE Profoundly Presents: THE SPECTACULAR SPIDER-MAN in:

SUDDEN SACRIFICES

-- LIZARD!

YET, DESPITE HER "MENTAL RESILIENCY," THE RASPING VOICE THAT MARTHA CONNORS HEARS AS SHE APPROACHES HER HUSBAND'S LAB --

-- REMINDS HER THAT THERE IS STILL ONE SOUND THAT CAN TURN HER SPINE TO ICE!!

SSPIDER-MAN! YOU ARRIVE TOO LATE... TO SSAVE THE DOCTOR!

MOMENTS BEFORE YOUR APPEARANCE, CONNORS CHOSE TO RELEASSE ME...

...TO PROTECT THE BOY... FROM THE MINDLESSS MOCKERY AT YOUR FEET!

LESSER OF TWO EVILS, I SSSUPPPOSE... I MUST COMMEND HIM ON HIS SSACRIFICE!

AND NNNOW, IT WILL BE SSSO SSIMPLE...

...TO SSSNAP YOUR NECK ASSSSSS WELL!

THRASH

ZOWIE!

THE LIZARD'S MORE ***POWERFUL*** -- AND MORE ***MURDEROUS*** -- THAN EVER BEFORE! I CAN ***HEAR IT*** IN HIS ***VOICE*** --

-- ***SEE IT*** IN THOSE ***COLD, INHUMAN EYES!***

CALCULATING... PREDATORY... PRIMAL!

I CAME TO FLORIDA TO TRY TO ***HELP*** DOC CONNORS -- I FIGURED IT WAS ONLY ***RIGHT*** --

"-- SINCE HE SHOWED UP IN ***NEW YORK*** A WEEK AGO, TRYING TO FIND A CURE FOR ***PETER*** WHO, AT THE TIME, WE THOUGHT WAS ***DYING!***

"AND, OF COURSE, WHERE THERE'S ***CONNORS*** -- THE ***LIZARD*** CAN'T BE ***FAR BEHIND!*** -- OR SO ***I THOUGHT..!***

"BUT IT WAS ***PETER*** WHO CLEARED UP ***THAT*** LITTLE ***MISCONCEPTION.*** 'CAUSE AS I WAS ***THROWIN' DOWN*** WITH THE MORE ***BESTIAL, ANIMALISTIC*** LIZARD --

-- PETE HAD ***RINGSIDE SEATS*** WITH NONE OTHER THAN DOC CONNORS ***HIMSELF!***

... "THE ***MONSTROUS*** LIZARD PULLED A ***KAISER SOZE! VANISHED!***

"EVEN THOUGH HE WAS ***POWERLESS,*** PETER TRIED TO ***LEND*** A ***HAND...*** BUT...

"... ***WELL ...***

"I SEARCHED --

-- AND GOT ***NOTHING*** -- UNTIL IT MADE A ***CAMEO*** ON ONE OF THOSE ***TABLOID TRASH TV SHOWS*** --

N
W E
S

-- THEY WERE ***TRACKING*** ITS ***PROGRESS*** AS IT HEADED FOR ***FLORIDA*** -- AND I KNEW WHAT ***THAT*** MEANT..!"

... SO IT'S ***GOTTA*** BE AFTER THE DOC! THEY'RE IN ***DANGER*** FROM THAT ***THING...!*** AND ***DEFENSELESS!***

I KNOW THINGS ARE ***TIGHT,*** BUT IF YOU GUYS COULD ***SPOT ME*** THE ***CASH*** --

NO PROB, BEN. I'VE A COUPLE OF ***FREQUENT FLYER*** TICKETS COMING TO ME FROM WORK...

"I'D ALWAYS *ADMIRED* DOC CONNORS' *DEDICATION* --

"-- TO HIS *WORK*, TO HIS *FELLOW MAN* --

"-- AND, MOST IMPORTANTLY, TO HIS *FAMILY!*

"YOU COULD TELL JUST BY *LOOKING* AT *HIM* HOW MUCH THEY *MEANT* TO HIM. HE WORE IT LIKE A *BANNER.*

"-- THAT HE WOULD DO *ANYTHING* FOR THEM...

"YOU COULD *SEE IT* IN HIS *EYES* --

"I CAN'T *GUESS* -- CAN'T EVEN *IMAGINE* -- WHAT HE WAS *THINKING* -- WHAT WAS GOING THROUGH HIS *MIND* --

"-- WHEN HE MADE THE *DECISION* HE MADE --

"-- WHEN HE *DID* WHAT HE *HAD TO DO!*"

TO PROTECT *BILLY*, HE *SACRIFICED* HIMSELF --

-- TRANSFORMING HIMSELF INTO THE LIZARD --

-- TO TAKE DOWN THE MONSTER HE HAD INADVERTENTLY CREATED.

HAASSSS --

SKRUNK

I'VE BEEN... INSSSIDE... FOR A LONG TIME, SSPIDER..!

TIME ENOUGH TO BROOD OVER MY POSITION IN THIS WORLD -- TO CONSTRUCT MY STRATEGY --

-- WHICH DOESN'T INCLUDE YOU!!

SKUUM

OBOY! HE AIN'T *FAKIN'*! *THAT BEAM* WAS SET ON "*PULVERIZE!*"

KRAMSH

INSTEAD, IT'S TAKING OUT THE ***ENTIRE WALL...!***

... HE'S INADVERTENTLY KNOCKED OUT ALL THE ***SUPPORT*** -- THE ***CEILING'S*** STARTING TO ***BUCKLE*** -- THE ***ROOF*** IS GETTING READY TO ***CAVE!***

NOT AN OPTION.

HAVE TO FIND A WAY TO LURE LIZZIE OUTTA HERE!

HEY! --

THWIP

HWIPP

-- EAT LONG-CHAIN POLYMER ADHESIVE, YOU SLEASTACK WANNABE!!

YOUR SSSKILLS WITH THE WEBSS HAVE SSUFFERED, SSPIDER --

-- YOU MISSED!

THWIP

THWIP

MAYBE...

EH?!

...MAYBE NOT!

FLOOMP

SKAAHH!

WELL, THAT REALLY PEARLED HIS HARBOR! NOW, IF HE'LL JUST FOLLOW THE SCRIPT!

-- OOF!

-- LIZZIE'S OFFENSIVE TACKLE SHOULD CARRY US OUT AND AWAY FROM THE LAB!

O-KAY. WE'RE OUT. YOU CAN STOP NOW.

HELL-OO. I SAID, OKAY!

OKAY. OKAY. OKAY.

OF COURSE, YOU REALIZE, **WEBHEAD**, THAT BY TAKING THE FIGHT **OUTSIDE**, YOU'VE GIVEN HIM A TREMENDOUS **ADVANTAGE!** --

-- HE'S IN HIS **ELEMENT** HERE! I'M JUST A GUY **SLOGGIN' AROUND** IN A WET **SPIDER-SUIT**... BUT HIM --

-- HE'S **HOME!**

AND I CAN **SEE** IT --

-- SEE IT IN THOSE **BLACK, SOULLESS, PREDATOR'S** EYES --

-- HE'S **CALLING** THEM..!

I'VE GOT TO TRY TO **HOUSE** HIM **QUICK!** -- **BREAK** HIS **MENTAL CONNECTION**...

THRAP

-- BUT HE'S **TOUGHER** THAN BEFORE --

SKRIPP

-- MORE **VICIOUS!**

HAVE TO *TAKE HIM DOWN* --

-- FIND SOME WAY TO *TRANSFORM* HIM BACK INTO CONNORS, *BEFORE* --

THWAK

HHRSSS!

KRAK

I TOLD YOU THAT I HAVE HAD TIME TO CONTEMPLATE, HUMAN -- TO DESSSCIDE THE FATE OF THISS WORLD!

YOUR KIND HAVE DONE A MISSSERABLE JOB OF BEING THIS PLANET'S DOMINANT SSSPECIESS -- SEEKING MORE TO DESSSTROY IT THAN PROTECT IT!

AND SSSO, I HAVE MADE IT MY TASSSK TO ELIMINATE MANKIND -- SSSTARTING WITH YOU!

BUT BEFORE YOU SSSHED THIS MORTAL COIL -- I WANTED YOU TO GET A GLIMPSSE AT THE FUTURE -- A LOOK AT THE NEW DOMINANT SSSPECIESSSS...

Uh Oh.

...BEHOLD, THE INHERITORS OF THE EARTH!!

SSLAY HIM.

FLUMP FUMP FUMP

WHOA! BEING *INUNDATED* WITH --

-- HEY! GET OFF ME, YA MOOKS! I --

YAARGH!

THE *COTTONMOUTHS* AND *CORAL SNAKES* REALLY MEAN -- *YEEARGH! TROUBLE!* MY *SPIDERIZED METABOLISM* MIGHT BE ABLE TO -- *OWWW!* --

-- *SLOW DOWN* HE *POISON* IN MY SYSTEM, BUT -- *AAAAHH!* -- THEY *KEEP ON BITING!* GOT TO --

NOOOOO!

STOP IT, DAD! -- STOP IT! DON'T YOU *GET IT?!?* HE'S TRYING TO *HELP* YOU!!

BILLY?

GO ON, BILLY! *GET* ***OUT OF HERE!*** YOU'RE IN DANGER OUT HERE! YOU --

NO! I'M *NOT* IN *DANGER!* THAT'S MY *DAD!* HE WON'T LET THEM *HURT ME!* HE --

-- Huh?!?

ENOUGH!

ARE YOU TRYING TO *IMPRESS* ME, CONNORS?! TO *PROVE* TO ME THAT YOU'RE *COLD-BLOODED* ENOUGH TO *WIPE OUT* MANKIND --

-- BY KILLING YOUR *OWN SON!?!*

YOU APPEAL TO ONE WHO CANNOT HEAR YOU, MAMMAL --

-- I DON'T CARE.

THE BOY IS CONNORS' WEAKNESS --

THRASH

KRAK

BUT I AM!!

-- AND CONNORS ISN'T HERE!

FROM WHERE HE LANDS, YARDS AWAY --

-- HIS HEAD **SWIMMING** WITH THE SNAKE'S **POISON** --

-- SPIDEY CAN ONLY TURN AROUND IN **RESPONSE** TO HIS **MUDDIED** SPIDER-SENSE --

AAAHHH!

-- HIS MIND TRIES TO **WILL** HIS REFLEXES TO **REACT** --

-- TO STIMULATE HIS **BODY** INTO **ACTION** --

-- BUT EVERYTHING'S **MOVING**

SO

SLOW...

BILLY?!

Nooo!

SLAM

THUNK

KRASH

SPLOOSH

UNGH! HURNNN!

SO... GROGGY...! DID THAT JUST HAPPEN?!

THE LIZARD'S PINNED UNDER THE TREE... IN THE MIDDLE OF THE STREAM BED...

... AND THE WATER'S RISING!!

... TOO WEAK FROM THE VENOM... AND THE SWAMP'S TOO SOFT... I KEEP... SINKING IN!

NEITHER ONE OF US CAN GET ANY LEVERAGE!

HURRN!

HEY, LIZZIE -- GOTTA NEWSFLASH FOR YA... THIS THING'S GOIN' NOWHERE..!

I CAN'T GET ANY PURCHASE IN THIS MUD AND SILT... AND THE TREE'S DAMMING THE STREAM...

... WATER'LL BE OVER YOUR HEAD IN MINUTES!

I DON'T THINK I HAVE TO REMIND YOU THAT YOU'RE A REPTILE... NOT AN AMPHIBIAN...

...YOU CAN'T BREATHE UNDERWATER!

YOU'RE GONNA DROWN...

... UNLESS ...

... UNLESS YOU FIND SOME WAY TO CHANGE BACK INTO CONNORS. THE ARM THAT'S TRAPPED IS --

GET AWAY AND SHUT UP!

DON'T TALK TO ME OF CONNORS! I WOULD RATHER DROWN THAN SSURRENDER TO HIM!

OKAY. I WON'T TALK TO YOU...

... BUT I WILL TALK TO HIM! TAKE A LOOK OVER THERE, DOC --

-- THAT'S YOUR *SON.*

I KNOW THAT YOU CAN SAVE HIM BECAUSE... YOU AVERTED THAT TREE... I KNOW YOU'RE KEEPING YOUR *"LITTLE PALS"* AT BAY WITH A *MENTAL COMMAND...*

... BUT ONCE YOU *DIE...*

... ONCE THAT *TELEPATHIC CONNECTION* IS *GONE...*

... THOSE SNAKES AND 'GATORS ARE GOING TO *DESCEND* ON HIM... AND THEY ARE GOING TO *TEAR HIM APART!!*

SO BE IT.

HE'S... GONNA LET IT HAPPEN..!

... *POISON*... *KILLING* ME... GOTTA GET UP ENOUGH *STRENGTH*... GET *BILLY*... OUT OF...

WUNK

O-OKAY... THIS IS *IT!*...

... IF YOU'RE GONNA *DO IT*, THEN LET'S GET IT *OVER WITH!*

C'MON... C'MON AND *GET ME!* I'M NOT AFRAID!

Huh?!

THEY'RE --

-- *LEAVING...?!?*

AND IN HIS YOUNG MIND, IT TAKES HIM BUT A MOMENT TO REALIZE THE ONLY POSSIBLE REASON FOR THE REPTILES' SUDDEN RETREAT --

DAD!!

GAAAH!

SPLOSH

I *THOUGHT* YOU WERE... I THOUGHT...

I *KNOW*, BILLY. ME TOO...

... ME TOO.

DAD! DAD!

BUT, LISTEN NOW. WE HAVE TO HELP *SPIDER-MAN*, AND WE HAVE TO WORK *QUICKLY!*

RUN TO THE HOUSE AND GET --

THE NEXT DAY, ON A FLIGHT BOUND FOR NEW YORK --

DOC CONNORS IS *AMAZING!* SO *HUMBLE!* HE TRIED TO GIVE ALL THE CREDIT TO MY *UNIQUE* METABOLISM --

-- BUT IT WAS HIS *MEDICAL SKILLS* THAT QUICKLY CONCOCTED THE *ANTI-VENOM*, THAT PULLED MY *SPIDERWEBS* OUT OF *THAT ONE!*

I HAVE SO MUCH ***RESPECT*** FOR HIM -- FOR HIS ***VALUES*** -- HIS ***BELIEFS.***

CURT CONNORS IS THE KIND OF GUY WHO WOULD GIVE YOU THE ***SHIRT*** OFF HIS ***BACK...***

... ALWAYS THERE TO ***HELP OUT*** -- WHETHER HE ***KNOWS YOU*** OR ***NOT!***

"HE HAS SUCH ***HIGH STANDARDS.***

... DOING ***ANYTHING*** HE CAN TO ***HELP..!***

"BUT MORE THAN ALL THAT, ***HE CARES...***

... ABOUT ***PEOPLE.***

... ABOUT ***HUMANITY.***

"THAT'S WHAT THE GUY'S ***ALL ABOUT...***

AMI HERALD

XPERTS ORECAST GRIM FUTURE

Experts responsible for forecasting the future have agreed that, in their expert opinion, the future looks grim indeed. In

MARVEL COMICS

1996

64 BIG PAGES

The AMAZING SPIDER-MAN

'96

APPROVED BY THE COMICS CODE AUTHORITY

BLAST FROM THE PAST!

OSBORN INTRIGUE!

THE BLACK COSTUME!

KRAVEN'S REVENGE!

THE RETURN OF AUNT MAY!

CAPTAIN STACY AND GWEN!

FRENZ-MOORE

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

TOM DEFALCO RON FRENZ script & plot & pencils | JOHN ROMITA, SR. finished art | JOHN COSTANZA, letterer BOB SHAREN, colorist | GLENN GREENBERG assistant editor | TOM BREVOORT editor | BOB HARRAS editor in chief

HEART & SOUL!

HEYYYY, KIDDIES!

DO YOU KNOW WHAT *TIME* IT IS?

I'LL GIVE YOU A HINT!

ONE HAND'S ON THE *SPIDER*, AND THE OTHER IS--

--IN YOUR FACE!

GAAK

URRK

LOOKS LIKE YOU STIFFS ARE ON THE EXPRESS TRAIN TO SIESTA-VILLE!

SWEET DREAMS!

I-IT'S SPIDER-MAN!

H-HOW'D HE KNOW THEY WERE MUGGING PASSENGERS?!

THAT WOMAN WOULD BE REAL SURPRISED TO LEARN I WAS SEATED RIGHT BESIDE HER!

THESE FIVE CLOWNS SET OFF MY EVER-RELIABLE SPIDER-SENSE WHEN THEY FIRST ENTERED!

SO I SLIPPED BETWEEN SUBWAY CARS, SWITCHED INTO MY FIGHTING TOGS, AND VOILA'!

LAST STOP, WEB-HEAD!

OH, GOODY! I HATE BEING COOPED UP ON A LONG SUBWAY RIDE!

AT HOME I'M ACTUALLY A PUT-YOUR-FEET-ON-THE FURNITURE TYPE OF GUY WHO REALLY LIKES TO STRETCH OUT!

FWAK!

FOUR DOWN, AND ONE TO-- OH, NO!

BACK OFF, HERO! YOU'RE THROUGH DISSING ME AND MY PACK!

ANOTHER MOVE, AND THIS DOLL IS *DEAD!*

THERE'S A SLIM CHANCE I COULD REACH HIM *BEFORE* HE FIRES... BUT THE *RISK* IS TOO GREAT!

BUT, EVEN AS SPIDER-MAN HESITATES--!

LEAVE *MISTY* ALONE! DON'T HURT *HER!*

TAKE *ME* INSTEAD!

YOU *CRAZY*, MAN? I CAN BLAST *YOU*, AND KEEP THE *GIRL!*

SORRY, CHARLIE! HER BOYFRIEND'S LITTLE *DISTRACTION* BOUGHT ME THE PRECIOUS SECONDS I NEEDED TO *LEAP* ACROSS THIS CAR--

KWOK!

-- AND DELIVER A LITTLE *LOVE PAT* OF MY OWN!

I'M ALMOST SORRY THIS RUCKUS ENDED SO QUICKLY!

I BARELY HAD TIME TO IMPRESS THE CROWD WITH MY RAPIER-LIKE *WIT!*

AND, SPEAKING OF BEING *IMPRESSED--!*

THERE'S A TRUE *HERO* IF I EVER SAW ONE!

A NORMAL MAN-- WITHOUT ANY POWERS OR SPECIAL ABILITIES-- WAS WILLING TO *SACRIFICE* HIMSELF FOR THE WOMAN HE LOVES!

See Bermuda

RETRIEVING HIS CLOTHES FROM THE SUBWAY CAR'S ROOF, OUR HERO RESUMES HIS CROSSTOWN JOURNEY IN HIS OWN INIMITABLE STYLE...

S'FUNNY, SEEING THAT GUY JUMP TO HIS GIRLFRIEND'S DEFENSE KIND OF REMINDS ME OF *MARY JANE* AND *PETE*.

PETE?! I GUESS IT'S EVEN FUNNIER THAT I STILL THINK OF MY CLONE AS PETE--

-- EVEN THOUGH I'M THE REAL *PETER PARKER!*

FOR FIVE LONG YEARS, I THOUGHT *I* WAS THE CLONE, AND USED THE NAME *BEN REILLY*...

I WANDERED THE COUNTRY! A MAN WITHOUT ROOTS--

--WHO WASN'T COMMITTED TO ANYTHING--

-- OR ANYONE!

IT SEEMED ONLY FAIR TO LET *PETE* KEEP THE NAME. HE'S MARRIED, WITH A BABY ON THE WAY.

ME, I'M STILL TRYING TO ESTABLISH A STABLE LIFE FOR MYSELF--

--AND I BARELY EVEN *LOOK* LIKE PETER PARKER ANYMORE.

THOUGH I'VE MET QUITE A FEW WONDERFUL WOMEN IN MY TRAVELS, NO RELATIONSHIP HAS MANAGED TO LAST OR GROW INTO ANYTHING SIGNIFICANT.

BUT THERE WAS A TIME WHEN THINGS WERE DIFFERENT...

MUCH DIFFERENT...

SLOWLY, LIKE THE TENTATIVE TOUCH OF A NEW LOVE, MEMORIES GENTLY CARESS THE MIND OF BEN REILLY.

MEMORIES ALSO POSSESSED BY THE MAN HE PRESENTLY CALLS PETE.

MEMORIES OF A FAR SIMPLER TIME, AND OF A CERTAIN AFTERNOON ON THE CAMPUS OF EMPIRE STATE UNIVERSITY...

BRO-THERR! GET A LOAD OF THOSE TWO!

IT'S LIKE THEY'RE STUCK IN A PERPETUAL *HALLMARK MOMENT!*

C'MON, *MARY JANE!* I THINK IT'S REAL COOL THE WAY *PETER PARKER* AND *GWEN STACY* ARE SO INTO EACH OTHER!

MAYBE YOU AND I SHOULD THINK ABOUT GIVING THIS *EXCLUSIVITY THING* A WHIRL!

YOU'RE SUCH A *KIDDER, HARRY OSBORN!*

LIKE I REALLY BELIEVE A MILLIONAIRE PLAYBOY AND A SOCIAL WHIRLWIND COULD EVER SURVIVE AS A *COUPLE!*

IT IS TO *LAUGH!*

BUT I... I WAS SERIOUS!

WHAT'S THE USE? I MUST HAVE BEEN OUT OF MY MIND TO THINK A FOX LIKE *MARY JANE WATSON* WOULD EVER WANT TO BE TIED DOWN WITH ME!

I MAY HAVE BIG BUCKS AND A SPLASHY CAR, BUT CHICKS WANT A GUY THEY CAN DEPEND ON!

SOMEONE LIKE PETE!

SOMETIME LATER, HAVING FINISHED THEIR MORNING CLASSES, PETER AND GWEN STROLL TOWARD HER PLACE FOR A QUICK SNACK...

I'VE NEVER BEEN SO HAPPY!

NEITHER HAVE I, PRETTY LADY!

DO YOU THINK IT'S TIME WE FINALLY TOLD YOUR FATHER ... ABOUT US?

THAT'S A PRETTY MAJOR STEP, MR. PARKER!

YOU THINK YOU'RE READY FOR IT?

READY, WILLING, AND EAGER!

UH-OH! LOOK LIKE WE CHOSE A BAD TIME! YOUR DAD HAS COMPANY!

GWEN! PETER! COME RIGHT IN!

I BELIEVE YOU BOTH KNOW JOE ROBERTSON!

I THINK WE'D BETTER POST-PONE OUR DISCUSSION UNTIL LATER!

AGREED!

JOE AND I GET TOGETHER FOR LUNCH EVERY WEEK OR SO TO--

--WHOOPS!

HEADS UP, SIR!

HERE ARE YOUR PAPERS, CAPT. STACY!

YOU'RE A HANDY LAD TO HAVE AROUND!

HEYYY! THESE ARE PHOTOS AND OLD NEWS CLIPPINGS ABOUT SPIDER-MAN!

WHY IS A RETIRED POLICE CAPTAIN SO INTERESTED IN THE WEBHEAD? AND WHY IS HE MEETING THE CITY EDITOR OF THE DAILY BUGLE?!

I... UH... BETTER BE GOING, GWEN! I HAVE AN AFTER-NOON CLASS!

I'LL CATCH YOU AT THE COFFEE BEAN LATER TONIGHT!

I'LL COUNT THE MINUTES, DOLL!

EVEN AS PETER PARKER RETURNS TO ESU, WE'LL MOSEY ACROSS TOWN TO THE CORPORATE HEAD-QUARTERS OF OSBORN MANUFACTURING...

OSBORN

YOU READY FOR LUNCH, DAD?

I-I'M AFRAID... I'VE GOT TO CANCEL, SON!

I... I HAVE THIS HORRIBLE MIGRAINE... AND A PILE OF WORK ON MY DESK!

YOU SEEM TO BE COMING DOWN WITH A LOT OF HEADACHES LATELY! IT COULD BE SERIOUS!

MAYBE I SHOULD MAKE AN APPOINTMENT WITH DOC FINGEROTH!

NO... I... I CAN'T SPARE THE TIME!

BUT YOU NEED TO TAKE BETTER CARE OF YOURSELF!

DIDN'T YOU HEAR ME, BOY?

I SAID NO DOCTOR!

O-OKAY, DAD!

WHATEVER YOU SAY!

I DIDN'T MEAN TO UPSET YOU. I WAS JUST HOPING WE COULD HANG OUT.

I COULD REALLY USE YOUR ADVICE.

SOMETHING TROUBLING YOU, SON?

THERE'S THIS GIRL... I REALLY LIKE HER... BUT SHE DOESN'T FEEL THE SAME!

A GIRL?! YOU DARE SQUANDER MY PRECIOUS TIME ON SOME SILLY COLLEGE BOY CRUSH?!

WHEN ARE YOU GOING TO GROW UP, HARRY? WHEN WILL YOU FINALLY BE-COME A MAN?!

IF YOU EVER INTEND TO CONTINUE THE OSBORN LEGACY... YOU'VE GOT TO STOP PLAYING THE WHIMP-ERING CRY BABY... AND TOUGHEN UP!

YOU NEED TO START PREPARING FOR THE FUTURE! YOUR LIFE NEEDS DIRECTION! A GOAL!

NICE GUYS DON'T FINISH LAST! THEY NEVER EVEN FINISH!

MEANWHILE, BACK AT THE STACY RESIDENCE...

AS MUCH AS I ENJOY THESE LUNCHES TO COMPARE NOTES ON SPIDER-MAN--

--ALL WE HAVE TO SHOW FOR THEM ARE EXPANDING WAIST-LINES!

IT'LL TAKE TIME -- TO SAY NOTHING OF CALORIES--TO UNCOVER HIS SECRET IDENTITY!

DID YOU READ THAT FILE I SENT LAST WEEK?

THE BENJAMIN PARKER MURDER?

TRAGIC! ALTHOUGH IT DOES EXPLAIN HOW THE WEB-SWINGER FIRST LINKED UP WITH PETER.

IT'S ALSO THE FIRST TIME SPIDER-MAN AIDED THE POLICE!

BEFORE THAT HE WAS SOME KIND OF TELE-VISION PERFORMER!

THAT PARTICULAR MURDER MUST HAVE HAD A PROFOUND EFFECT ON HIM.

HE EVEN APPROACHED ME, AND ASKED TO BE MADE A SPECIAL DEPUTY SHORTLY AFTER IT OCCURRED!

WHEN YOU CONSIDER ALL THE TIMES SPIDER-MAN HAS BEEN SIGHTED NEAR THE ESU CAMPUS, I BELIEVE HE MAY BE A CLASSMATE OR EVEN A CLOSE FRIEND OF YOUNG PARKER.

IT'S CERTAINLY POSSIBLE!

I'D BETTER BE GETTING BACK TO THE DAILY BUGLE!

J. JONAH JAMESON EXPECTS A FULL DAY'S WORK FROM HIS EMPLOYEES--

--AND THAT MEANS ALL TWENTY-FOUR HOURS!

SEE YOU NEXT WEEK, JOE.

AFTER I'VE HAD A CHAT WITH MR. PARKER!

GWEN, MY DARLING, I'M SORRY I DIDN'T SPEND MUCH TIME WITH YOU AND PETER. WHEN WILL YOU BE SEEING HIM AGAIN?

WE'RE MEETING AT THE COFFEE BEAN LATER.

WHY DON'T YOU JOIN US? I KNOW HE'S ANX-IOUS TO TALK TO YOU.

I'D BE DELIGHTED!

EVEN AS GWEN ATTEMPTS TO PHONE PETER, WE'LL BRIEFLY RETURN TO THE OFFICE OF NORMAN OSBORN...

MR. OSBORN, I HAVE PROFESSOR WARREN ON LINE THREE.

HE WANTS TO DISCUSS ADDITIONAL FUNDING FOR HIS SCIENCE GRANT!

TELL HIM I'M IN A MEETING-- AND CAN'T TALK NOW!

HOLD ALL CALLS FOR THE NEXT HOUR OR SO!

I MUSTN'T BE DISTURBED!

SLAMMING HIS OFFICE DOOR, OSBORN IMMEDIATELY GIVES VENT TO HIS FRUSTRATIONS...

I SACRIFICE EVERY-THING -- PUTTING MY HEART AND SOUL INTO BUILDING A GLOBAL EMPIRE FOR MY SON -- BUT HE DOESN'T HAVE THE NECESSARY STRENGTH TO RULE MY VARIOUS ENTERPRISES!

HE'S A PAMPERED, SPINELESS, WEAK-WILLED COWARD!

AND THAT'S ALL HE'LL EVER BE... UNLESS I FORCE HIM TO CHANGE!

THAT'S IT! I HAVE NO CHOICE!

I MUST ORCHES-TRATE A SITUATION WHERE HE HAS TO TAKE CHARGE -- WHERE HE'S GOT TO PROVE HIMSELF!

I'LL MAKE A MAN OUT OF HARRY!

EVEN IF IT KILLS HIM!

* EDITOR'S NOTE: unless you've been living in another universe, you already know that Norman Osborn is secretly the ever-wily Green Goblin!

And, even though he doesn't actually appear in this issue, we couldn't resist letting Rampaging Ron and Jazzy Johnny show their version of the jolly jade one!

SOMETIME LATER, IN A MUCH LESS DESIRABLE SECTION OF TOWN, JOEY EARS PLIES HIS TRADE--

--SURREPTITIOUSLY EAVESDROPPING ON THOSE AROUND HIM.

ADD ANOTHER TWENTY, AND YOU'RE ON!

TWO DOZEN FELL OFF A TRUCK!

I JUST GOT SPRUNG FROM THE JOINT, AND COULD USE SOME FAST CASH!

IT'S A SIMPLE GIG, DIETZ! WE GOTTA SPOOK SOME COLLEGE KIDS.

SEE THIS PICTURE

HIS NAME IS OSBORN, AND WE GOT SOMETHING REAL SPECIAL PLANNED FOR HIM

OSBORN?! I GOT A CUSTOMER WHO'LL PAY BIG FOR THIS INFO!

CALL HIM A SNITCH! OR A RAT! JOE EARS EARNS HIS MEAGER LIVING BY BROKERING INFORMATION.

NO SOONER DOES HE OVERHEAR THE THREESOME'S PLANS, THAN HE QUICKLY RACES TO SELL HIS NEWFOUND KNOWLEDGE...

HEY, MR. K! I GOT SOMETHING FOR YOU!

YOU HOME, MR. K?!

WHY'S IT SO DARK IN HERE?

GROOARRRR

OH MY

YAAHHH!

NO, RAJAH!

YOU MUST NOT POLLUTE YOUR BODY WITH THE FLESH OF THIS SNIVELING FOOL!

BACK, MY PET! BACK TO YOUR CAGE!

SO COMMANDS KRAVEN THE HUNTER!

ONCE AGAIN I HAVE PROVEN THAT I AM *FASTER, STRONGER* AND FAR *DEADLIER* THAN ANY MERE JUNGLE TERROR!

T-THANKS FOR SAVING ME, MR. K!

WHY ARE YOU HERE, YOU QUIVERING JACKAL?

I GOT NEWS... ABOUT OSBORN!

MORE! TELL ME *MORE!*

NORMAN OSBORN ONCE SERVED AS AN *INTERMEDIARY* FOR THE GREEN GOBLIN!

I WAS *CHEATED* OF MY DUE, AND MY *JUNGLE HONOR* NOW DEMANDS THAT HE MAKE *AMENDS!*

WHILE JOEY EARS BECOMES JOEY THE MOUTH, WE'LL ZIP OVER TO THE DAILY BUGLE, WHERE J. JONAH JAMESON IS HIS USUAL SUNNY SELF...

THESE PICTURES STINK, PARKER! THEY'VE GOT NO HEART! NO SOUL!

YOU'LL NEVER IMPROVE AS A PHOTOGRAPHER UNLESS YOU'RE WILLING TO SACRIFICE YOURSELF FOR YOUR CRAFT.

DON'T HOLD BACK, JJJ. TELL ME HOW YOU REALLY FEEL.

YOU WANT THE PIXS OR NOT?

I COULD TAKE THEM OFF YOUR HANDS AT HALF THE USUAL RATE.

MAKE IT 75% OR NO DEAL.

SOLD, BUT YOU'RE EXPLOITING MY GENEROUS NATURE!

;WHEW! ARM-WRESTLING DOCTOR OCTOPUS IS EASIER THAN NEGOTIATING WITH JJJ, BUT HE DID STRIKE A CHORD.

FREELANCE PHOTOGRAPHY IS ONLY A SIDELINE TO ME, AND I'VE NO REAL COMMITMENT TO IT.

WHY WRITE AN ARTICLE ON THE GREEN GOBLIN, NED?

IT'S FASCINATING TO RESEARCH SOMEONE SO DETERMINED TO ESCAPE THE RESTRAINTS OF SOCIETY, BETTY.

HI, PETER! RUNNING INTO YOU AT THE STACYS WAS A PLEASANT SURPRISE.

UH..,YEAH!

I DIDN'T REALIZE YOU AND THE CAPTAIN WERE FRIENDS.

WE OFTEN COMPARE NOTES.

IN FACT, YOUR NAME CAME UP IN TODAY.

GEORGE HAS AN INTERESTING THEORY ABOUT SPIDER-MAN'S SECRET IDENTITY WHICH I ASSUME HE'LL DISCUSS WITH YOU.

WITH... ME?!

FOR THE NEXT HOURS, OUR MAIN MAN WANDERS THE STREETS, HIS MIND A STORM-TOSSED SEA FULL OF FEAR AND MISGIVING...

WITH BOTH ROBBIE AND STACY ON THE CASE, MY SECRET IDENTITY IS BOUND TO BE *BLOWN!*

THEY'LL *RUIN* ANY CHANCE I HAVE FOR A NORMAL LIFE--

ahan all ent

THE Coffee Bean

abando all ye enter

--AND THERE'S NO TELLING THE EFFECT IT'LL HAVE ON *AUNT MAY!*

WHAT CAN I DO? I CAN'T AVOID EITHER ONE OF THEM FOR LONG.

I NEED MY FREE-LANCE JOB AT THE BUGLE...

AND I...

I THINK I LOVE GWEN!

Whew! I WONDER HOW GWENDY WILL FEEL IF THE WORLD SUDDENLY LEARNS MY *SECRET*--

-- AND HER OWN *FATHER* IS THE ONE WHO EXPOSES IT!

LOOKS LIKE I'M THE ONLY GUY WITH WORRIES ON THE MIND.

YOU *OKAY,* HARRY?

I... *UH...* I'M *FINE,* PETE!

SURRRE, YOU ARE...

AND JOLLY JONAH IS THE WEBHEAD'S BIGGEST FAN!

THE POOR GUY'S GA-GA OVER MARY JANE WATSON, AND I CAN'T REALLY BLAME HIM.

SHE'S BEAUTIFUL, PERSONABLE, AND THE LIFE OF EVERY PARTY.

ROLL UP YOUR TONGUE, HAND-SOME!

THAT REDHEAD IS STRICTLY *OFF LIMITS* WHERE YOU'RE CONCERNED.

WHAT *REDHEAD?!* I ONLY HAVE EYES FOR A CERTAIN GORGEOUS *BLONDE.*

KEEP THAT THOUGHT!

I HATE TO SPRING THIS ON YOU, LOVER BOY, BUT I COULDN'T REACH YOU WHEN I PHONED YOUR APARTMENT.

REMEMBER THAT LITTLE CHAT WE WANTED WITH MY DAD?

WE'RE ABOUT TO GET OUR CHANCE!

H-HE'S... HERE?!

IN THE FLESH!

GOOD TO SEE YOU AGAIN, PETER.

HOPE YOU DON'T MIND ME TAGGING ALONG.

UH...

NOT AT ALL...

SIR.

CAPTAIN STACY SEEMS PRETTY RELAXED. NOT AT ALL LIKE A MAN ABOUT TO DROP A MAJOR BOMBSHELL.

MAYBE HE DOESN'T EVEN SUSPECT THAT I'M--

MY *SPIDER-SENSE* IS SUDDENLY BUZZING LIKE MAD--

--AND THOSE THREE *STOOGES* ARE THE CAUSE!

SOMETHING WRONG, PETER? YOU SUDDENLY LOOK A LITTLE NERVOUS.

I... I JUST REMEMBERED THAT I PROMISED TO CALL MY AUNT MAY TONIGHT.

WHY DON'T YOU TWO GRAB A TABLE? I'LL JOIN YOU LATER.

HURRY BACK, HOT STUFF!

DISCARDING HIS SHOES, PETER QUICKLY SLIPS OUT A CONVENIENT BACK WINDOW...

I'VE GOT TO HURRY! FROM THE WAY MY SPIDER-SENSE WAS BLASTING--

--THAT TRIO IS OBVIOUSLY PLANNING TROUBLE!

I'LL FEEL LIKE A REAL HEEL IF ANYONE GETS HURT--

--BUT I ALMOST WELCOME THIS INTERRUPTION!

I NEED TIME TO PREPARE FOR CAPTAIN STACY!

I DON'T KNOW IF I'M MORE NERVOUS ABOUT DISCUSSING GWEN OR MY DUAL IDENTITY!

UNFORTUNATELY, HE'S BOUND TO NOTICE MY ABSENCE WHEN SPIDEY MAKES THE SCENE, AND--

UH-OH! MORE TROUBLE--!

OH, NO! IT'S KRAVEN THE HUNTER!

HE'S STRONGER THAN A CHARGING RHINO, AND TWICE AS DEADLY!

HE HASN'T SPOTTED ME YET, BUT--OHMIGOSH! IT LOOKS LIKE HE'S ALSO HEADED TOWARD THE COFFEE BEAN! BUT WHY?! WHY?!

AND, AT THAT EXACT INSTANT...

BOOM!

YOUR EVENING JUST GOT A HECK OF A LOT MORE *INTERESTING*, BOYS AND GIRLS--

--BECAUSE WE'RE HERE TO COLLECT YOUR *CASH* AND *VALUABLES!*

T-THIS CAN'T BE *REAL!*

THERE'S ONLY *THREE* OF THEM! LET'S RUSH 'EM! THEY CAN'T FIGHT US *ALL!*

NO! NO! TOO MANY OF YOU WILL BE WOUNDED, OR WORSE!

STAY *CALM*, EVERYONE! WE'LL BE ALL RIGHT IF WE DO AS THEY SAY!

DADDY, THAT GUNMAN IS *STARING* AT YOU--!

WAY TO GO, POPS! EVERYBODY'S GONNA BE JUST FINE--

--EXCEPT *YOU!*

REMEMBER *ME*, STACY? MY NAME'S *DIETZ*... PHIL DIETZ... AND YOUR *TESTI-MONY* SENT ME AWAY!

I'D GIVEN UP *HOPE* OF EVER RUNNING INTO YOU AGAIN WHEN I HEARD YOU RETIRED, BUT *NOW--!*

SCREAMS ARE COMING FROM MY DESTINATION!

MY ARRIVAL IS WELL TIMED!

WAIT! THE WIND SHIFTS... AND MY JUNGLE-TRAINED SENSES SUDDENLY PERCEIVE...AN *ENEMY!*

I HOPE THAT'S NOT YOUR OH-SO-SUBTLE WAY OF TELLING ME THAT I NEED A STRONGER *DEODORANT!*

JUST MY LUCK! I PUT MY TRUST IN SECRET--

--AND IT BLABBED!

YOU?!

WHAT ARE YOU DOING HERE?

GIVE ME A BREAK, JUNGLE MAN!

EVEN WE FRIENDLY NEIGH-BORHOOD WEB-SPINNERS GET THE OCCASIONAL HANKERING FOR HOT COFFEE AND FRESH DONUTS!

I'LL INVITE YOU TO JOIN ME--

--BUT ONLY IF YOU ORDER DECAF!

KRAVEN USUALLY WORKS ALONE... BUT HIS UNEXPECTED APPEARANCE... MUST BE RELATED TO THOSE STICK-UP STOOGES I SPOTTED EARLIER!

YOU CANNOT ESCAPE ME SO EASILY, SPIDER-MAN!

I POSSESS THE SPEED OF A STRIKING COBRA, AND--

:UGNNN:

SKWAK!

BIG DEAL! I'VE GOT THE FOOT OF A VERY ANNOYED WALL-CRAWLER!

BAH! YOUR PUNY EFFORTS CANNOT STOP ONE WHO HAS STUNNED THE MIGHTY BULL APE WITH A SINGLE BLOW!

MAYBE NOT--

--BUT I STILL DESERVE AN A FOR EFFORT!

I'M ONLY WASTING TIME OUT HERE! WHILE I'M TRADING PUNCHES WITH GEORGE OF THE JUNGLE--

--GWEN AND HER FATHER COULD BE IN SERIOUS DANGER!

I'VE GOT TO TAKE CHARGE OF THIS FIGHT--

--AND MOVE US TOWARD THE COFFEE BEAN!

FOOL! WHILE YOU WERE HESITATING, I DISABLED YOU WITH A DOUBLE-BARRELLED BLAST OF MY PARALYZING RAY!

ZTAAK!

THAT'S WHAT YOU THINK, TARZAN!

I SAW YOU REACHING FOR YOUR BIG BUG-ZAPPER, AND TIMED MY LEAP TO AVOID THE BRUNT OF IT!

NOW, IF ONLY YOU'LL CHARGE FORWARD--!

I ONLY CAME HERE TO SPITE AN OLD ENEMY!

DEFEATING YOU IS AN UNEXPECTED BONUS!

YAHOO! YOU REALLY GOTTA LOVE A VILLAIN WHO KNOWS HIS PART AND FOLLOWS HIS STAGE DIRECTIONS!

I DREAMED OF THIS MOMENT, STACY... EVERY NIGHT... WHILE I ROTTED IN THAT MISERABLE PRISON!

MOVE BACK, GWEN! I'M THE ONE HE WANTS!

NO, DADDY! I WON'T LEAVE YOU!

DO SOMETHING, HARRY!

ME--?!

ARE YOU CRAZY, DIETZ?

THIS AIN'T THE PLAN! NOBODY WAS SUPPOSED TO GET HURT!

BUT I OWE THIS CREEP!

WHERE IS PETER? WHAT'S HAPPENED TO HIM?

IS HE LAYING SOMEWHERE... INJURED OR UNCONSCIOUS?!

KWA-KWASH!!

I DID IT! I MANAGED TO DIRECT OUR PLUNGE EXACTLY AS PLANNED!

LOOK OUT! IT'S SPIDER-MAN AND SOME OTHER LUNATIC!

WHAT IS THIS--VILLAINS NIGHT?!

NOW COMES THE REALLY HARD PART, AND MY TIMING MUST BE PERFECT--!

BY TWISTING MY BODY IN MIDAIR, I CAN SHIFT OUR POSITIONS--

--AND LET KRAVEN SLOW OUR MOMENTUM WITH HIS FACE!

HERE'S HOPING HE HAS A REALLY GOOD DENTAL PLAN!

KWA WAP!

SPIDER-MAN PROVIDED ME WITH A MUCH NEEDED DISTRACTION!

SWAK!

:UNNNHHH:

I MAY BE RETIRED, BUT I'M FAR FROM HELPLESS!

HARRY! GRAB THAT GUN!

DO IT, HARRY! YOU CAN'T DELAY!

DO IT NOW!

YOU FLATTENED THE WRONG MAN, STACY--

--AND IT'S GONNA COST YOU!

IT HAPPENS IN LESS THAN A SECOND!

EVEN AS PHIL DIETZ PREPARES TO FIRE--

THE AMAZING SPIDER-MAN LAUNCHES HIMSELF ACROSS THE COFFEE BEAN, WITH THE ACCURACY OF A GUIDED MISSILE!

NO!

NO!

HEADS UP, SIR!

MY THANKS, SPIDER-MAN!

YOU'RE CERTAINLY A HANDY LAD TO HAVE--

PWAP!

--AROUND?!

MOVE IT, HARRY! YOU'RE NOT A COWARD! YOU'RE NOT RUNNING OUT ON ANYBODY! YOU'RE JUST... UH... GOING FOR HELP!

THAT'S IT! YOU'LL CALL THE POLICE, AND BE A HERO, AND--

YOU ARE THE ONE I SEEK!

GYAA-AAHH!

P-PLEASE DON'T KILL ME!

P-PLEASE DON'T!

BAH! I THOUGHT I COULD BALANCE THE SCALES WITH YOUR FATHER BY STRIKING AT YOU--

--BUT THE *LION* WINS NO HONOR BY TERRORIZING A SNIVELING *JACKAL!*

BACK AWAY FROM THAT PREPPIE, FUZZY!

HE'S MY SAFE PASSAGE OUTTA HERE!

YOU DARE THREATEN *KRAVEN* WITH A MERE SHOTGUN?!

BAH! I HAVE SUFFERED ENOUGH INDIGNITIES FOR ONE DAY!

KRAVEN'S *ESCAPING*--

--BUT IT'S RATHER OBVIOUS THAT HE WASN'T WORKING WITH THE OTHER GUNMEN.

I WONDER WHAT HE REALLY *WANTED.*

WE MAY NEVER KNOW, SIR--

--AND BY THE TIME I WEB UP THESE CLOWNS, HE'LL HAVE TOO BIG A *HEAD START* FOR ME TO CATCH UP TO HIM!

I HEAR *POLICE SIRENS--!*

YOU BETTER GO, SON.

YOU DON'T WANT TO BE ASKED ANY EMBARRASSING QUESTIONS.

YEAH...

RIGHT!

THAT WAS *WEIRD!*

I DON'T KNOW IF CAPTAIN STACY SUSPECTS THE TRUTH--

--BUT I'VE GOT A HUNCH HE'D NEVER *BETRAY* ME!

BARELY A HALF HOUR LATER AT OSBORN MANUFACTURING...

OSBORN! IT IS TIME KRAVEN WAS GIVEN HIS JUST DUE. YOU MUST PAY FOR HAVING CHEATED ME.

I HAVE COME FOR YOU!

AS I KNEW YOU WOULD.

PLEASE MAKE YOURSELF COMFORTABLE.

Y-YOU WERE EXPECT-ING ME?!

OF COURSE! I HOPE YOU DIDN'T THINK I WAS UNAWARE OF YOUR SNITCH.

KNOWLEDGE IS POWER, AND I INTEND TO BE THE MOST POWER-FUL MAN OF ALL.

THIS TABLE CONTAINS ALL THE MONEY I OWE YOU... AND MUCH, MUCH MORE!

I AM THE FUTURE, KRAVEN.

I HAVE ALREADY TAKEN THE NECESSARY STEPS TO INSURE... THAT I WILL SOMEDAY CONTROL A VAST WORLD-WIDE EMPIRE... AND YOU CAN BE PART OF IT... IF YOU CHOOSE.

KEEP YOUR BLOOD MONEY!

I ONLY CAME HERE BECAUSE YOU ONCE OFFENDED MY JUNGLE PRIDE--

--BUT I NOW REALIZE THAT THERE CAN BE NO HONOR IN ANY TRANS-ACTION WHICH INVOLVES A MAN SUCH AS YOU!

YOU'RE A FOOL, KRAVEN. I AM A MAN OF DESTINY--

--AND NOTHING WILL PREVENT ME FROM FULFILLING IT!

EVEN AS KRAVEN HEADS HOME (AND OUT OF OUR LIVES), WE'LL REJOIN OUR FRIENDS AT THE COFFEE BEAN...

YOU OKAY, MARY JANE?

NO THANKS TO YOU, CURLY!

YOUR LACK OF ACTION... MIGHT HAVE SPELLED *DISASTER*... IF NOT FOR *SPIDEY*.

YOU SAY THE WEBHEAD SUBDUED THE GUNMEN, AND DROVE KRAVEN AWAY?

YES, OFFICER. AND I, FOR ONE, OWE HIM MY LIFE!

DADDY, LOOK! IT'S PETER! HE'S BACK!

GWENDY--!

ARE YOU ALL RIGHT? DID THOSE AWFUL MEN HURT YOU?

NO, I... I'M *FINE*... BUT I... *UH*... MISSED MOST OF THE ACTION.

IT DOESN'T MATTER! SO LONG AS YOU'RE *SAFE* AND *HERE*!

WHERE *ELSE* WOULD I BE, PRETTY LADY?

IT'S OBVIOUS THAT YOU SINCERELY *CARE* FOR MY DAUGHTER, MR. PARKER...

IS THAT *ENOUGH*? DO I DARE ALLOW HER TO BECOME INVOLVED WITH *SPIDER-MAN*?!

IF I CAN UNCOVER YOUR SECRET, SO CAN *OTHERS*--

--AND HER LIFE WILL BE IN CONSTANT *JEOPARDY*!

AND YET... IT APPEARS GWEN HAS ALREADY MADE... HER OWN *DECISION*!

I GUESS I'LL JUST HAVE TO *TRUST* YOU, MR. PARKER... TO USE YOUR VAST POWER TO KEEP HER FROM *HARM*.

AND, FOR MY LITTLE GIRL'S SAKE, I PROMISE TO KEEP YOUR *SECRET*--

--UNTIL THE DAY I *DIE!*

CAPTAIN STACY'S THOUGHTS PROVE HAUNTINGLY PROPHETIC.

HE IS DESTINED TO *PERISH* IN A TERRIBLE ACCIDENT WITHIN THE COMING MONTHS.

AND GWEN--

POOR SWEET GWEN--

--WILL EVENTUALLY MEET HER OWN TRAGIC END AT THE HANDS OF THE GREEN GOBLIN!

BACK IN THE *PRESENT*, TEARS CLOUD THE EYES OF THE MAN WHO CALLS HIMSELF *BEN REILLY*, AS HE SLOWLY PULLS HIS MASK INTO PLACE...

A LARGE PART OF *ME* DIED THE DAY I LOST GWEN!

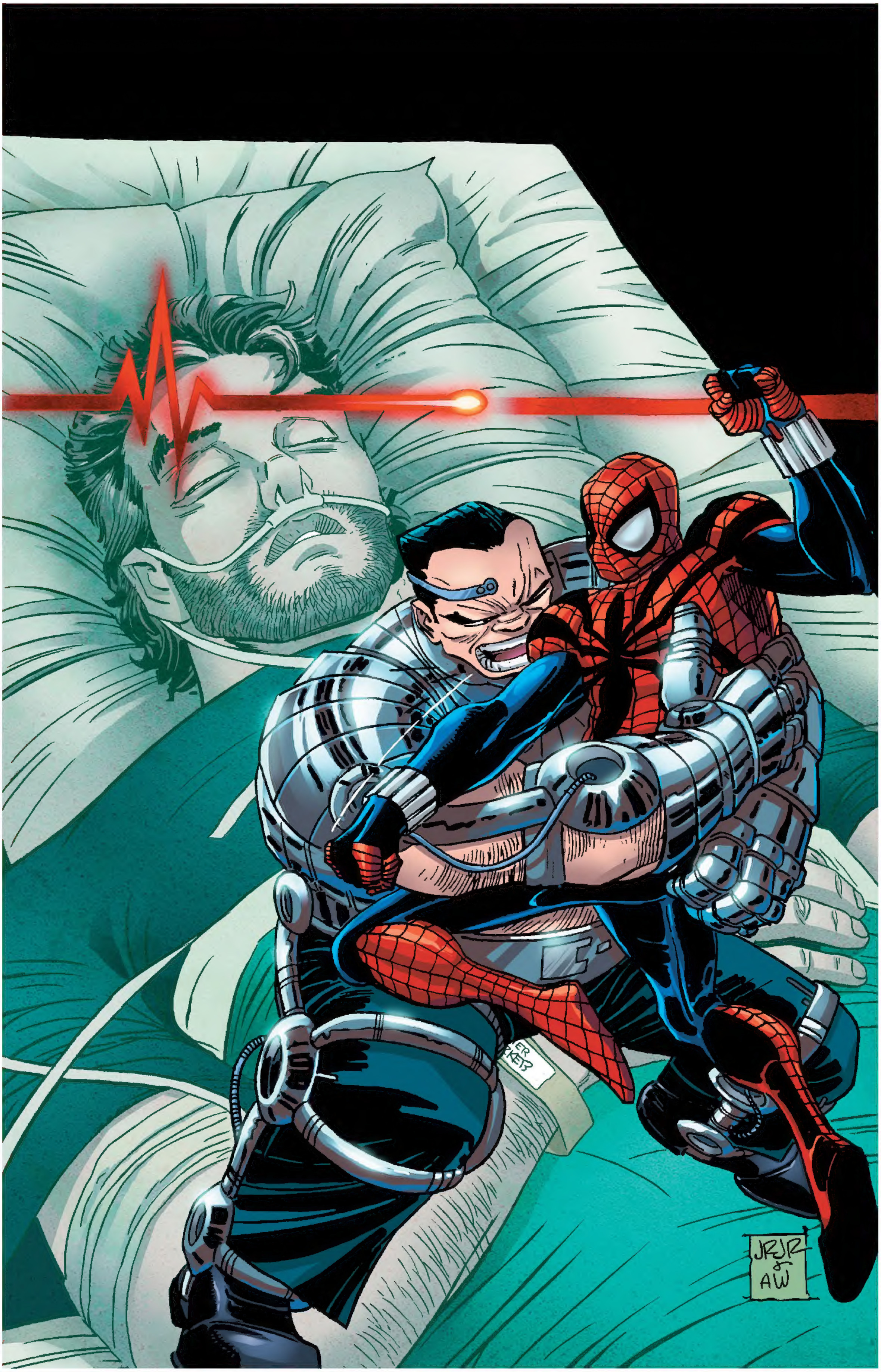
I'VE NEVER BEEN ABLE TO FULLY COMMIT MYSELF TO *ANYONE* OR *ANYTHING* SINCE!

MAYBE IT'S TIME THAT *CHANGED!*

YEAH...

MAYBE...

The End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AW

PETER PARKER LIES GRAVELY ILL IN A HOSPITAL BED — SO WHO'S THAT SWINGING AROUND THE BIG APPLE?

It's Ben Reilly, the former Scarlet Spider and newly christened Spider-Man! But our webbed rookie soon finds out his new super ID isn't going to grant him a free pass when the likes of Swarm, Will O' the Wisp, Dragon Man, the Lizard, and other baleful bad guys rear their malevolent heads!

Collecting *Amazing Spider-Man (1963) #414-416* and material *from Annual '96, Sensational Spider-Man (1996) #7-10, Spectacular Spider-Man (1976) #235-239, Spider-Man (1990) #71-72, Spider-Man Team-Up #4,* and *Spider-Man Unlimited (1993) #13* — written by Tom DeFalco, Todd Dezago, Howard Mackie, George Pérez and James Felder; and illustrated by Mark Bagley, Ron Garney, Ron Frenz, Luke Ross, Mike Wieringo, Sal Buscema, John Romita Jr., Steve Geiger, Darick Robertson, Dan Jurgens, Brandon McKinney and Joe Bennett.

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